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YUXING INFOTECH INVESTMENT HOLDINGS LIMITED

裕興科技投資控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8005)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Yuxing InfoTech Investment Holdings Limited (the “Company”) will be held at Unit 1809, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 16th May 2012 at 10:30 a.m. to transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2011;
2. to re-elect retiring Director, Mr. Zhong Peng Rong as an independent non-executive Director of the Company;
3. to re-elect retiring Director, Ms. Shen Yan as an independent non-executive Director of the Company;
4. to authorise the Directors to fix the Directors’ remuneration;
5. to re-appoint the Company’s auditors and to authorise the Directors to fix their remuneration;

and, as special business, to consider and, if thought fit, passing, with or without amendments, resolutions 6 to 8 as ordinary resolutions:

ORDINARY RESOLUTIONS

6. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and deal with securities of the Company and to make or grant rights, offers, agreements, options (including bonds, warrants and debentures convertible into securities of the Company) and rights of subscription, exchange or conversion which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purposes only

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant rights, offers, agreements, options (including bonds, warrants and debentures convertible into securities of the Company) and rights of subscription, exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to options, conversion or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, (otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any option under any share option scheme or similar arrangement of the Company; (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws of the Company in force from time to time), shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable laws of Bermuda to be held; and
 - (iii) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to eligible holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;
- (c) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraphs (a) and (b) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable laws of Bermuda to be held; and
 - (iii) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

8. **“THAT:**

conditional upon resolutions numbered 6 and 7 as set out in the notice convening this meeting being passed, the aggregate nominal amount of the issued shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 7 above shall be added to the aggregate nominal amount of the share capital that may be allotted, issued, granted, distributed or otherwise dealt with by the Directors pursuant to and in accordance with the resolution numbered 4 as set out in the notice convening this meeting.”

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, passing the following resolution as special resolution of the Company:

9. **“THAT:**

(a) the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the following manner:

(1) Bye-law 1

(i) By adding the following new definitions in the existing Bye-law 1 in alphabetical order:

“ “business day(s)”

any day on which the Designated Stock Exchange is generally open for the business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for any trading session for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

“ “substantial shareholder”

has the meaning attributed to it in the listing rules (as the same are amended from time to time) of the Designated Stock Exchange.”

(ii) By deleting the words “a recognised clearing house within the meaning of Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or” at the beginning of the existing definition of “clearing house”.

(2) Bye-law 2

- (i) By adding the following sentence at the end of the existing Bye-law 2(e):

“, including in the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election (where applicable) comply with all applicable Statutes, rules and regulations”

- (ii) By deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following as the new Bye-law 2(h):

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

- (iii) By deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following as new Bye-law 2(i):

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

- (iv) By deleting “.” at the end of existing Bye-law 2(j) and replacing it with “;”.

- (v) By adding the following new Bye-law 2(k) after the existing Bye-law 2(j):

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other legally acceptable method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

(3) Bye-law 3

- (i) By deleting “\$0.10” in the second line of the existing Bye-law 3(1) and substituting it with “\$0.025” to reflect the existing nominal value of each share of the Company.
- (ii) By deleting the existing Bye-law 3(3) in its entirety and substituting therefor the following as the new Bye-law 3(3):

“3. (3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

(4) Bye-law 6

By deleting the existing Bye-law 6 in its entirety and substituting therefor the following as new Bye-law 6:

“6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve in any manner permitted by law.”

(5) Bye-law 10

- (i) By adding “and” at the end of the existing Bye-law 10(a).
- (ii) By deleting the words “on a poll” and deleting “; and” at the end of the existing Bye-law 10(b) and replacing it with “.”.
- (iii) By deleting the existing Bye-law 10(c) in its entirety.

(6) Bye-law 44

By deleting the existing Bye-law 44 in its entirety and substituting therefor the following as the new Bye-law 44:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place at which the Register is kept in accordance with

the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

(7) Bye-law 46

By deleting the existing Bye-law 46 in its entirety and substituting therefor the following as new Bye-law 46:

“46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by the standard instrument of transfer as from time to time prescribed by the Designated Stock Exchange or an instrument of transfer in the usual or common form or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”

(8) Bye-law 51

By deleting the existing Bye-law 51 in its entirety and substituting therefor the following as new Bye-law 51:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspaper in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

(9) Bye-law 59

- (i) By deleting the existing Bye-law 59(1) in its entirety and substituting therefor the following as the new Bye-law 59(1):

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

- (ii) By adding the words “and particulars of resolutions to be considered at the meeting” immediately after the words “The Notice shall specify the time and place of the meeting” in the 1st line of the existing Bye-law 59(2).

(10) Bye-law 63

By deleting the existing Bye-law 63 in its entirety and substituting therefor the following as new Bye-law 63:

“63. The president of the Company or the chairman, if one is appointed, shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if no

such officer is appointed, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

(11) Bye-law 66

By deleting the existing Bye-law 66 in its entirety and substituting therefor the following as the new Bye-law 66:

- “66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act) or by proxy shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purpose of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

- (b) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.”

(12) Bye-law 67

By deleting the existing Bye-law 67 in its entirety and substituting therefor the following as the new Bye-law 67:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.”

(13) Bye-law 68

By deleting the existing Bye-law 68 in its entirety and substituting therefor the following as the new Bye-law 68:

“68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(14) Bye-laws 69 and 70

By deleting the existing Bye-laws 69 and 70 in their entirety and replacing each of them with the words “Intentionally Deleted”.

(15) Bye-law 73

By deleting the words “whether on a show of hands or on a poll,” immediately after the words “In the case of an equality of votes,” in the 1st line of the existing Bye-law 73.

(16) Bye-law 75(1)

(i) By deleting the words “whether on a show of hands or on a poll,” immediately after the words “their own affairs may vote,” in the existing Bye-law 75(1).

(ii) By deleting the words “or poll” immediately after the words “or adjourned meeting” in the existing Bye-law 75(1).

(17) Bye-law 76

By re-numbering the existing Bye-law 76 as Bye-law 76(1) and adding the following as the new Bye-law 76(2):

“76. (2) Where any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

(18) Bye-law 80

By deleting the existing Bye-law 80 in its entirety and substituting therefor the following as the new Bye-law 80:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time

appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(19) Bye-law 82

By deleting the words “, or the taking of the poll” in the existing Bye-law 82.

(20) Bye-law 84(2)

By deleting the words “including the right to vote individually on a show of hands” immediately after the words “the number and class of shares specified in the relevant authorisation” in the last line of the existing Bye-law 84(2) and replacing it with the following words “including, where a show of hands is allowed, the right to vote individually on a show of hands”.

(21) Bye-law 87(1)

By deleting the existing Bye-law 87(1) in its entirety and substituting therefor the following as the new Bye-law 87(1):

“87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.”

(22) Bye-law 88

By deleting the existing Bye-law 88 in its entirety and substituting therefor the following as the new Bye-law 88:

“88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a

Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Office or at the head office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such Notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

(23) Bye-law 103

(i) By deleting the words “contract or arrangement” immediately after the word “any” in the existing Bye-law 103(1)(iii) and replacing it with the word “proposal”.

(ii) By deleting the existing Bye-law 103(1)(iv) in its entirety and substituting therefor the following as the new Bye-law 103(1)(iv):

“(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or”

(iii) By deleting the existing Bye-law 103(1)(v) in its entirety.

(iv) By re-numbering the existing Bye-law 103(1)(vi) as Bye-law 103(1)(v), deleting it in its entirety and substituting therefor the following as the new Bye-law 103(1)(v):

“(v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including (a) the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.”

(v) By deleting the existing Bye-laws 103(2) and 103(3) in their entirety.

(vi) By re-numbering the existing Bye-law 103(4) as Bye-law 103(2).

(24) Bye-law 120(2)

By deleting the words “, with the consent of the Company in general meeting,” in the existing Bye-law 120(2).

(25) Bye-law 122

By adding the following sentence at the end of the existing Bye-law 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

(26) Bye-law 127

(i) By deleting the words “a president and vice-president or chairman and deputy chairman,” in the 1st line of the existing Bye-law 127(1).

(ii) By deleting the existing Bye-law 127(2) in its entirety.

(iii) By re-numbering the existing Bye-law 127(3) as Bye-law 127(2).

(iv) By re-numbering the existing Bye-law 127(4) as Bye-law 127(3).

(27) Bye-law 129

By deleting the existing Bye-law 129 in its entirety and replacing it with the words “Intentionally Deleted.”

(28) Bye-law 132(2)

By deleting the words “and of the date on which it occurred” in the last line of the existing Bye-law 132(2)(b).

(29) Bye-law 136

By re-numbering the existing Bye-law 136 as Bye-law 136(1) and adding the following as the new Bye-law 136(2):

“136.(2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of

paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”

(30) Bye-law 138

By deleting the existing Bye-law 138 in its entirety and substituting therefor the following as the new Bye-law 138:

“138. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”

(31) Bye-law 153

By adding the words “and Bye-laws 153A and 153B” immediately after the words “Subject to Section 88 of the Act” in the 1st line of the existing Bye-law 153.

(32) New Bye-laws 153A and 153B

By adding the following new Bye-laws 153A and 153B after the existing Bye-law 153:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(33) Bye-law 154(2)

By adding the word "shall" immediately after the words "be capable of being appointed Auditor at an annual general meeting" in the existing Bye-law 154(2).

(34) Bye-law 160

By deleting the existing Bye-law 160 in its entirety and substituting therefor the following as the new Bye-law 160:

"160. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the

Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website and provided that such means is permitted by the rules of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

(35) Bye-law 161

By deleting the existing Bye-law 161 in its entirety and substituting therefor the following as the new Bye-law 161:

"161. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission

or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

(36) Bye-law 163

- (i) By deleting the words “cable or telex or” in the existing Bye-law 163.
 - (ii) By adding the words “or electronic” immediately after the word “facsimile” in the existing Bye-law 163.
- (b) a new set of bye-laws which consolidates all of the proposed amendments referred to in resolution no. 9(a) and all previous amendments made pursuant to resolutions passed by shareholders of the Company at general meetings, a copy of which has been tabled at the meeting marked “A” and signed by the chairman of this meeting for identification purpose, be and is hereby adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

By Order of the Board
Yuxing InfoTech Investment Holdings Limited
Zhu Wei Sha
Chairman

Hong Kong, 16 April 2012

Principal place of business in Hong Kong:

Unit 1808, 18th Floor
Tower III, Enterprise Square
9 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. Any registered holder of the Shares (the “Member”) entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the annual general meeting. A proxy need not be a Member.
2. In order to be valid, the form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the office of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or adjourned meeting.
3. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the annual general meeting should be voted by poll.

As at the date hereof, the executive directors of the Company are Mr. Zhu Wei Sha, Mr. Chen Fu Rong, Mr. Shi Guang Rong and Mr. Wang An Zhong; the independent non-executive directors of the Company are Mr. Wu Jia Jun, Mr. Zhong Peng Rong and Ms. Shen Yan.

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Growth Enterprise Market website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.yuxing.com.cn.