



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)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting to be held at Unit 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18th March 2013 at 11:00 a.m. (the "Meeting")

I/We (Note a) _____ of _____ being the registered holder(s) of (Note b) _____ shares of HK\$0.025 each in the capital of Yuxing InfoTech Investment Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or _____ of _____

to act as my/our proxy (Note c) at the Meeting to be held at Unit 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18th March 2013 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note d).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve, confirm and ratify: (a) the Settlement Agreement dated 30th January 2013 between 北京金裕興電子技術有限公司 (Beijing Golden Yuxing Electronics and Technology Company Limited) ("Golden Yuxing"), a wholly-owned subsidiary of the Company, and 廣東健力寶集團有限公司 (Guangdong Jianlibao Group Company Limited*) ("JLB Group") in relation to the payment of the amount of RMB450 million ("Settlement Fee") in full and final settlement of the legal proceedings and the extinguishment of all existing and possible claims, liabilities, or other rights and obligations that exist between the parties before the signing of the Settlement Agreement in respect of the 36.66% equity interest in 工布江達江南實業發展有限公司 (Gongbujiangda Jiangnan Industrial Development Co., Ltd.*) ("JI Equity Interest") and the transactions contemplated thereunder; and (b) the Final Settlement Agreement dated 4th February 2013 among (i) Golden Yuxing, 北京裕興軟件有限公司 (Beijing Yuxing Software Company Limited), 佛山市智興電子有限公司 (Foshan Zhixing Technology Company Limited), 盛邦強點電子(深圳)有限公司 (Sheng Bang Qiang Dian Electronics (Shenzhen) Company Limited), all being wholly-owned subsidiaries of the Company, 北京靈思信息系統有限公司 (Beijing Ling Si Information System Company Limited*) and Mr. Zhu Wei Sha as party A; (ii) JLB Group, 佛山市三水健力寶健康產業投資有限公司 (Foshan Sanshui Jianlibao Health Industry Investment Company Limited*), 佛山市三水正天科技投資有限公司 (Foshan Sanshui Zheng Tian Technology Investment Company Limited*) and Mr. Ye Hong Han as party B; and (iii) Mr. Zhang Hai as party C in relation to the payment of the Settlement Fee in full and final settlement of the legal proceedings and the extinguishment of all existing and possible claims, liabilities, or other rights and obligations that exist between the parties before the signing of the Final Settlement Agreement in respect of the JI Equity Interest and the transactions contemplated thereunder.		
2.	Subject to the passing of resolution numbered 1 above, to approve, confirm and ratify the New Guarantee dated 4th February 2013, which substitutes the Guarantee dated 30th January 2013, provided by the Company as guarantor in favour of JLB Group in respect of the obligations of Golden Yuxing to pay the Settlement Fee under the Final Settlement Agreement up to the maximum amount of RMB450 million and the transactions contemplated thereunder.		
3.	Subject to the passing of resolutions numbered 1 and numbered 2 above, to grant a specific mandate to the Directors to effect the disposal of the Company's indirect economic interest in "A" shares of Ping An Insurance (Group) Company of China, Ltd. through 工布江達江南實業發展有限公司 (Gongbujiangda Jiangnan Industrial Development Co. Ltd.*), to potential buyers, in settlement of the whole or part of the Settlement Fee.		

Dated the _____ day of _____ 2013

Shareholder's signature _____ (Notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint any person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- 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 such power or authority, must be delivered to 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 Meeting or adjourned Meeting.
- Any alteration made to this form should be initialled by the person who signed the form.

* For identification purposes only