
THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yuxing InfoTech Investment Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Unit 5-6, 9/F, Enterprise Square Three, No. 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Tuesday, 28 June 2022 at 11:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory body temperature checks;
- (2) Mandatory wearing of surgical face mask;
- (3) No distribution of refreshment or drinks; and
- (4) No entry will be allowed to any person who is subject to mandatory quarantine order imposed by the HKSAR Government and any person who does not comply with the precautionary measures may be denied entry into the meeting venue.

For the health and safety of the Shareholders, the Company would like to remind Shareholders that they may exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their form of proxy by the time specified above, instead of attending the AGM in person.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at www.yuxing.com.cn.

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:

“AGM”	annual general meeting of the Company to be held at Unit 5-6, 9/F, Enterprise Square Three, No. 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Tuesday, 28 June 2022 at 11:00 a.m.
“Board”	board of Directors
“Bye-law(s)”	bye-law(s) of the Company, as amended from time to time
“Company”	Yuxing InfoTech Investment Holdings Limited, a company incorporated in Bermuda with limited liability and whose Shares are listed on GEM
“Director(s)”	directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue, and otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting of such issue mandate by the Shareholders
“Latest Practicable Date”	23 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Li Qiang (*Chairman*)

Cong Yu (*Chief Executive Officer*)

Gao Fei

Shi Guangrong

Zhu Jiang

Chen Biao

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 5-6, 9/F

Enterprise Square Three

No. 39 Wang Chiu Road

Kowloon Bay, Kowloon

Hong Kong

Independent non-executive Directors:

Shen Yan

Dong Hairong

Huo Qiwei

26 May 2022

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM which include, among other matters, the approval of the grant of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors, and to give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES

At the AGM, resolutions will be proposed to approve, inter alia, the followings:

- (a) to grant to the Directors the Issue Mandate to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of such resolution;
- (b) to grant to the Directors the Repurchase Mandate to exercise all the powers of the Company to repurchase up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of such resolution; and
- (c) to increase the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The existing general mandates to issue and repurchase Shares were granted to the Directors at the annual general meeting of the Company held on 28 June 2021. Such general mandates will lapse at the conclusion of the AGM.

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed which, if passed, will give the Directors the Issue Mandate, details of which are set out in ordinary resolution no. 5 in the notice of the AGM. In addition, conditional upon the proposed resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the aggregate number of the Company's issued Shares repurchased by the Company in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

In relation to the Issue Mandate, 2,487,704,800 Shares were in issue and fully paid as at the Latest Practicable Date. Assuming that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM and subject to the passing of the ordinary resolution approving the Issue Mandate, a maximum of 497,540,960 Shares may be issued by the Company.

LETTER FROM THE BOARD

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 6 of the notice of the AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the resolution approving the Repurchase Mandate.

As required by the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the grant of the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law no. 87(1) of the Bye-laws and Appendix 15 of the GEM Listing Rules, three Directors, Mr. Gao Fei, Mr. Zhu Jiang and Ms. Huo Qiwei will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the above retiring Directors are set out in Appendix II of this circular.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 13 to 16 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance to the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions set out in the notice of the AGM should be voted by poll.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which 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 circular 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 circular misleading.

RECOMMENDATION

The Directors are of the opinion that the resolutions to be proposed at the AGM as referred in this circular are in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of all the resolutions set out in the notice of the AGM.

Yours faithfully,
On behalf of the Board
Yuxing InfoTech Investment Holdings Limited
Cong Yu
Executive Director and Chief Executive Officer

* *For identification purposes only*

This is an explanatory statement given to all Shareholders relating to the resolutions to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 2,487,704,800 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 248,770,480 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and its Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws and the applicable laws and regulations of Bermuda.

The laws of Bermuda provide that: (i) the amount of capital repaid in connection with a repurchase of shares may only be paid, with respect to the par value of the shares to be repurchased, out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose of the repurchase; (ii) the amount of premium payable on repurchase may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the share premium account of the company; (iii) no purchase by the company of its own shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due; and (iv) the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital of the company would not be reduced.

In the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period, there could be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the latest annual report of the Company. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors is from time to time inappropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months up to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest HK\$	Lowest HK\$
2021		
May	0.690	0.540
June	0.570	0.405
July	0.485	0.410
August	0.485	0.360
September	0.475	0.360
October	0.450	0.380
November	0.500	0.330
December	0.490	0.330
2022		
January	0.425	0.330
February	0.385	0.285
March	0.330	0.239
April	0.390	0.230
May (up to the Latest Practicable Date)	0.275	0.233

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries nor have they undertaken not to sell any of the Shares to the Company or its subsidiaries in the event that the Company is authorised to make repurchases of Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the Bye-laws and any applicable laws of Bermuda.

7. EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Unicorn Resources Inc. ("**Unicorn**"), which was beneficially-owned by Cedar Surplus Investments Limited ("**Cedar Surplus**") and Mr. Zhu Weisha as to 55% and 45% respectively, was the beneficial owner of 741,379,800 Shares (representing approximately 29.80% of all issued Shares). As at the Latest Practicable Date, Cedar Surplus was wholly-owned by Mr. Cong Yu, the chief executive officer of the Company and an executive Director. All of Cedar Surplus, Mr. Cong Yu and Mr. Zhu Weisha are therefore deemed to be interested in the 741,379,800 Shares held by Unicorn.

In the event that the Repurchase Mandate is exercised in full, the interest of Unicorn in the Shares will be increased to approximately 33.11%, which will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that will render any Shareholder or group of Shareholders obliged to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases if the Repurchase Mandate is exercised in full. The Directors have no present intention to repurchase Shares to such an extent which would result in the proportion of Shares held by the public being reduced to less than 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not made any repurchase of the Shares (whether on the Stock Exchange or otherwise) during the period of six months prior to the Latest Practicable Date.

The following are the particulars of Directors proposed to be re-elected at the AGM:

Mr. Gao Fei (“Mr. Gao”)

Mr. Gao Fei, aged 42, graduated with a master’s degree in business administration from The Hong Kong University of Science and Technology. He has been the general manager of (Shanghai Yuding Corporation Management LLP* (上海毓鼎企業管理合夥企業(有限合夥)) (formerly known as Shanghai Sino Crown Investment LLP) since May 2014. Mr. Gao Fei had been a director of Lontrue Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange, stock code: 300175). He is also a director of certain subsidiaries of the Company. Mr. Gao was appointed to the Board as an executive Director on 20 June 2016.

Mr. Gao has entered into a service contract with the Company for a term of three years commencing from 20 June 2016, which is renewed automatically for successive terms of one year commencing from the day next after the expiry of the then current term. Mr. Gao’s appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Mr. Gao’s existing annual emolument is HK\$1,365,000 (including salary, discretionary bonus, retirement scheme contribution and other benefits), subject to review by the remuneration committee of the Company, all of which is covered by the service contract. The emolument of Mr. Gao is determined with reference to his responsibilities, abilities and performance, the Company’s operations as well as the remuneration benchmark in the prevailing market conditions.

At as the Latest Practicable Date, Mr. Gao is interested in 2,190,000 Shares and 2,000,000 underlying shares of the Company which may be issued upon the exercise of the share options under the share option scheme of the Company.

Mr. Zhu Jiang (“Mr. Zhu”)

Mr. Zhu Jiang, aged 64, graduated from Beijing University of Technology majoring in mechatronic engineering. Mr. Zhu has over 25 years of research experience in computer engineering, extensive experience in digital-to-analog circuits and high-level assembly languages programming and over 15 years of management experience. He is a director and the legal representative of certain subsidiaries of the Company. Mr. Zhu was appointed to the Board as an executive Director on 24 July 2013.

Mr. Zhu has entered into a service contract with the Company for a term of three years commencing from 24 July 2013, which is renewed/automatically for successive terms of one year each commencing from the day next after the expiry of the then current term.

Mr. Zhu’s appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws. Mr. Zhu is entitled to receive a remuneration of HK\$740,000 per annum (including discretionary bonus, retirement scheme contribution and other benefits) subject to review by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Zhu is interested in 7,926,756 Shares and 13,000,000 underlying shares of the Company which may be issued upon the exercise of the share options under the share option scheme of the Company.

Ms. Huo Qiwei (“Ms. Huo”)

Ms. Huo Qiwei, aged 50, is currently the chief financial officer of Beijing Zhongjin Guorong Culture Media Co., Ltd. She possesses over 14 years of experience in corporate finance and accounting, and over 14 years of experience in audit consulting. Ms. Huo possesses the professional qualifications of certified public accountant, certified tax agent and senior accountant in the PRC. Ms. Huo graduated from the Chinese University of Hong Kong with a master’s degree in professional accountancy and graduated from Henan University of Science and Technology majoring in accountancy. Ms. Huo was appointed to the Board as an independent non-executive Director on 5 September 2019. Ms. Huo is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company.

Ms. Huo entered into a letter of appointment with the Company for a term of two years commencing from 5 September 2019. Pursuant to the Bye-laws of the Company. Ms. Huo’s appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Ms. Huo’s existing annual emolument is HK\$120,000 as well as a discretionary bonus, subject to review by the remuneration committee of the Company, all of which is covered by the letter of appointment. The emolument of Ms. Huo is determined with reference to her responsibilities, abilities and performance, the Company’s operations as well as the remuneration benchmark in the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Huo does not hold any interest in the Shares or underlying shares of the Company.

Save as disclosed above, each of Mr. Gao Fei, Mr. Zhu Jiang and Ms. Huo Qiwei (i) has not previously held any other position in the Company and has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Directors, senior management, controlling Shareholders or substantial Shareholders of the Company; (iii) does not have any interests in Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iv) has confirmed that there are no other matters relating to his/her re-election that need to be brought to the attention of the Shareholders nor is there any information in relation to his/her re-election which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Nomination policy and process for the independent non-executive Director

The nomination committee of the Company and the Board have followed the Nomination Policy and Board Diversity Policy for the re-appointment of Ms. Huo as independent non-executive Director. In reviewing the structure of the Board, the nomination committee of the Company and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The nomination committee of the Company and the Board consider that Ms. Huo possesses knowledge and experience in corporate finance, accounting and audit consulting for serving as an independent non-executive Director. The nomination committee of the Company and the Board also consider that Ms. Huo is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. Moreover, Ms. Huo has confirmed her independence pursuant to Rule 5.09 of the GEM Listing Rules. The nomination committee of the Company and the Board also consider that Ms. Huo meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.

The election of Ms. Huo as an independent non-executive Director will continue to further replenish the valuable knowledge of the Board in corporate finance, accounting and audit consulting. As such, the nomination committee of the Company proposed the re-appointment of Ms. Huo to the Board for it to recommend the re-election of Ms. Huo to the Shareholders at the AGM. The Board believes her re-election is in the best interests of the Company and its Shareholders as a whole and therefore she should be re-elected.

The board believes that Ms. Huo will contribute to the diversity of the Board in terms of gender, educational background and professional qualifications.

* *For identification purposes only*

NOTICE OF AGM



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 IS HEREBY GIVEN that the annual general meeting of Yuxing InfoTech Investment Holdings Limited (the “**Company**”) will be held at Unit 5-6, 9/F, Enterprise Square Three, No. 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Tuesday, 28 June 2022 at 11:00 a.m. to transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31st December 2021;
2. (a) to re-elect Mr. Gao Fei as an executive Director;
(b) to re-elect Mr. Zhu Jiang as an executive Director; and
(c) to re-elect Ms. Huo Qiwei as an independent non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the Director’s remuneration;
4. to re-appoint Mazars CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

and, as special business, to consider and, if thought fit, passing, with or without amendments, resolutions 5 to 7 as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into such shares, options or similar rights to subscribe for any shares or convertible securities and to make, issue or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraphs (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company and from time to time outstanding; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants of rights to acquire shares of the Company; or (iv) any shares allotted in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution, and the said approval 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 following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

 - (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 applicable laws of Bermuda to be held; and

 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

NOTICE OF AGM

“**Rights Issue**” means an offer of shares or offer or issue of warrants, options or other securities giving rights of the Company to subscribe for shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and regulations, bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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 following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (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 applicable laws of Bermuda to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

NOTICE OF AGM

7. “**THAT:**

conditional upon the passing of ordinary resolutions nos. 5 and 6 above, the mandate granted to the Directors pursuant to the ordinary resolution no. 5 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the Directors pursuant to such mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution no. 6 above, provided that such extended amount so repurchased shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing this resolution.”

By order of the Board
Yuxing InfoTech Investment Holdings Limited
Cong Yu
Executive Director and Chief Executive Officer

Hong Kong, 26 May 2022

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 5-6, 9/F
Enterprise Square Three
No. 39 Wang Chiu Road
Kowloon Bay, Kowloon
Hong Kong

* *for identification purposes only*

Notes:

1. The register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both dates inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 June 2022.
2. Every member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint persons be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof and his/her vote shall be accepted to the exclusion of the votes of the other joint holders.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarised copy thereof must be delivered to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, No. 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).