
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular, you should obtain independent professional advice.

If you have sold or transferred all your shares in **Chanjet Information Technology Company Limited**, you should at once hand this circular together with the proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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暢捷通

Chanjet

暢捷通信息技術股份有限公司

CHANJET INFORMATION TECHNOLOGY COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1588)

**PROPOSED DISTRIBUTION OF FINAL DIVIDEND
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF AGM**

A letter from the Board is set out on pages 1 to 5 of this circular. A notice convening the AGM to be held at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiqing Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Tuesday, 28 May 2019, is despatched to the Shareholders together with this circular.

If you intend to attend the AGM, please complete and return the appropriate reply slip in accordance with the instructions printed thereon as soon as possible and in any event by not later than Wednesday, 8 May 2019.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the appropriate proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the proxy form is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.

In case of joint holders of any Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the AGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).

For holders of H Shares, please return the proxy form together with any documents of authority to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM. For holders of Domestic Shares, please return the proxy form together with any documents of authority to the board office of the Company in the PRC at Floor 3, Building 3, Yard 9, Yongfeng Road, Haidian District, Beijing, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjournment thereof should you so wish.

12 April 2019

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiqing Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Tuesday, 28 May 2019;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“Company”	Chanjet Information Technology Company Limited (暢捷通信息技術股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed and traded on the Hong Kong Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) of the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are currently not listed or traded on any stock exchange;
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s);
“general meeting”	the general meeting of the Shareholders of the Company;
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed and traded on the Hong Kong Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the shares of the Company at the nominal value of RMB1.00 each;
“Shareholder(s)”	the holder(s) of the Share(s);
“Yonyou”	Yonyou Network Technology Co., Ltd. (用友網絡科技股份有限公司), a joint stock limited company incorporated in the PRC on 18 January 1995, the shares of which are listed and traded on the Shanghai Stock Exchange (Stock Code: 600588) and is the controlling Shareholder.

LETTER FROM THE BOARD



暢捷通信息技術股份有限公司
CHANJET INFORMATION TECHNOLOGY COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1588)

Non-executive Directors:

Mr. Wang Wenjing

Mr. Wu Zhengping

Executive Directors:

Mr. Zeng Zhiyong

Mr. Yang Yuchun

Independent Non-executive Directors:

Mr. Chen, Kevin Chien-wen

Mr. Lau, Chun Fai Douglas

Mr. Chen Shuning

Registered Office:

Floor 3, Building 3,
Yard 9, Yongfeng Road,
Haidian District,
Beijing

*Principal Place of Business
in Hong Kong:*

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

To the Shareholders

Dear Sir or Madam,

**PROPOSED DISTRIBUTION OF FINAL DIVIDEND
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF THE AGM**

I. INTRODUCTION

The purpose of this circular together with a notice of the AGM is to provide you with the detailed information regarding the proposed distribution of a final dividend and proposed grant of the general mandate to issue new Shares, to enable you to make informed decisions on whether to vote for or against the relevant resolutions proposed at the AGM.

* *For identification purposes only*

LETTER FROM THE BOARD

II. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended 31 December 2018 of the Company dated 15 March 2019, the Board has recommended the payment of a final dividend of RMB0.46 per share (tax inclusive) for the year ended 31 December 2018 with a total of approximately RMB99.90 million (“**Final Dividend**”).

According to the Articles of Association, the Final Dividend will be denominated and declared in RMB. Dividends on Domestic Shares and dividends on H Shares will be paid in RMB and Hong Kong dollars respectively. The amount of the dividends payable in Hong Kong dollars shall be calculated based on the average central parity rate of RMB to Hong Kong dollars as announced by the People’s Bank of China for the calendar week prior to 28 May 2019 (being the date of declaration of the Final Dividend).

The resolution in relation to the proposed distribution of Final Dividend will be put forward at the AGM as an ordinary resolution for Shareholders’ consideration and approval. For details, please refer to resolution No. 4 of the notice of the AGM.

Shareholders whose names appear on the register of members of the Company on Saturday, 8 June 2019 shall be entitled to the Final Dividend. The register of members of the Company will be closed from Monday, 3 June 2019 to Saturday, 8 June 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for receiving the Final Dividend, all transfer documents accompanied by the relevant share certificates shall be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares), or to the board office of the Company in the PRC, at Floor 3, Building 3, Yard 9, Yongfeng Road, Haidian District, Beijing, the PRC (for holders of Domestic Shares), not later than 4:30 p.m. on Friday, 31 May 2019.

LETTER FROM THE BOARD

III. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 28 May 2018, a general mandate was given to the Board to issue new Shares (the “**Existing General Mandate**”) and the Existing General Mandate will lapse at the conclusion of the AGM. Accordingly, in accordance with the Hong Kong Listing Rules and the Articles of Association, to ensure flexibility and discretion to the Board to issue new Shares according to the market conditions and the demand of the Company, the Company proposes to grant a new general mandate to the Board to allot or issue, either separately or concurrently, new Shares up to the limit of 20% of each of the aggregate nominal values of the issued Domestic Shares and/or H Shares (the “**New General Mandate**”), respectively, on the date of passing the special resolution in relation to the New General Mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 162,181,666 Domestic Shares and 55,000,000 H Shares. Subject to the passing of the New General Mandate at the AGM and on the basis that no further Shares are issued before the AGM, the Board will have the power to issue up to 32,436,333 Domestic Shares and 11,000,000 H Shares.

The New General Mandate shall remain effective until 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 to be held by the Articles of Association or other relevant laws and regulations; or (iii) the revocation or variation of the authority given under this resolution by passing of a special resolution of the Company in a general meeting.

Pursuant to the New General Mandate, the Board shall be authorised to formulate and implement the specific issuance plan, including but not limited to: (1) the class and number of the Shares to be issued; (2) the pricing method and/or issue price (including the range of issue price); (3) the start and end date of the issuance; (4) use of proceeds; and (5) other matters to be included in a specific issuance plan as required by the relevant laws, regulations and other regulatory documents, relevant regulatory institutions as well as the stock exchange of the place where the Shares are listed.

Any exercise of the power by the Board under the New General Mandate shall comply with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and relevant applicable laws and regulations of the PRC as well as all the necessary approvals by relevant governmental or regulatory institutions. The Board has no plan to issue new Shares pursuant to the New General Mandate at present.

The resolution in relation to the proposed grant of the New General Mandate will be put forward at the AGM as a special resolution for Shareholders’ consideration and approval. For details, please refer to resolution No. 6 of the notice of the AGM.

LETTER FROM THE BOARD

IV. AGM

A notice convening the AGM to be held at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiqing Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Tuesday, 28 May 2019 is set out at the end of this circular.

Votes on the resolutions to be proposed at the AGM shall be taken by way of poll.

A reply slip and a proxy form to be used at the AGM are also enclosed herein and published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.chanjet.com). Shareholders who intend to appoint a proxy to attend the AGM shall complete, sign and return the appropriate proxy form in accordance with the instructions printed thereon.

For holders of H Shares, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the AGM in order for such documents to be valid. For holders of Domestic Shares, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the board office of the Company in the PRC at Floor 3, Building 3, Yard 9, Yongfeng Road, Haidian District, Beijing, the PRC, not less than 24 hours before the time appointed for holding the AGM in order for such documents to be valid.

Holders of H Shares, who intend to attend the AGM must complete the reply slip and return it to Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong not later than 20 days before the date of the AGM, i.e. no later than Wednesday, 8 May 2019.

Holders of Domestic Shares, who intend to attend the AGM must complete the reply slip and return it to the board office of the Company in the PRC not later than 20 days before the date of the AGM, i.e. no later than Wednesday, 8 May 2019.

Pursuant to the Articles of Association, for the purpose of holding the AGM, the register of members of Shares will be closed from Sunday, 28 April 2019 to Tuesday, 28 May 2019 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 28 May 2019 are entitled to attend and vote at the AGM.

LETTER FROM THE BOARD

In order to be eligible to attend the AGM and vote at the AGM, all transfer documents together with the relevant share certificates shall be lodged to Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or to the board office of the Company in PRC at Floor 3, Building 3, Yard 9, Yongfeng Road, Haidian District, Beijing, the PRC (for holders of Domestic Shares), not later than 4:30 p.m., Friday, 26 April 2019.

V. RECOMMENDATION

The Directors believe that the resolutions in respect of the proposed distribution of Final Dividend and the proposed grant of the general mandate to issue new Shares are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

On behalf of the Board

Chanjet Information Technology Company Limited

Wang Wenjing

Chairman

12 April 2019

NOTICE OF AGM

暢捷通

Chanjet

暢捷通信息技術股份有限公司

CHANJET INFORMATION TECHNOLOGY COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1588)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Chanjet Information Technology Company Limited (the “Company”) will be held at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiqing Road, Haidian District, Beijing, the People's Republic of China (the “PRC”) at 2:00 p.m., on Tuesday, 28 May 2019 for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the “Circular”) of the Company dated 12 April 2019.

AS ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to approve the report of the Board for the year ended 31 December 2018.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2018.
3. To consider and, if thought fit, to approve the final financial accounts of the Company for the year ended 31 December 2018.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2018, namely, the proposal for distribution of a Final Dividend of RMB0.46 per share (tax inclusive) in an aggregate amount of approximately RMB99.90 million.
5. To consider and, if thought fit, to approve the appointment of Ernst & Young as the audit institution of the financial statements of the Company in respect of International Financial Reporting Standards for the year of 2019 and the appointment of Ernst & Young Hua Ming LLP as the audit institution of the financial statements of the Company in respect of PRC Accounting Standards for Business Enterprises for the year of 2019, and to authorize the audit committee of the Board to fix their remuneration.

* *For identification purposes only*

NOTICE OF AGM

AS SPECIAL RESOLUTION

6. To consider and, if thought fit, to approve the grant of a general mandate to the Board to allot or issue, either separately or concurrently, (1) additional Domestic Shares not exceeding 20% of the Domestic Shares in issue on the date of passing this resolution; and (2) additional H Shares not exceeding 20% of the H Shares in issue on the date of passing this resolution, and to authorize the Board to make such corresponding amendments to the Articles of Association as it think fit so as to reflect the new capital structure upon the allotment or issue of the Shares:

“THAT

- A. (i) subject to paragraph 6(A)(ii) of this resolution and in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (defined as below) of all the powers of the Company to allot or issue, generally and unconditionally either separately or concurrently, additional Domestic Shares and H Shares;

- (ii) each of the aggregate nominal amounts of Domestic Shares and H Shares allotted or issued by the Board pursuant to the approval granted in paragraph 6(A)(i) of this resolution shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and/or H Shares, respectively, in issue on the date of passing this resolution; and

for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of the Association or other relevant laws and regulations; or
- (c) the revocation or variation of the authority given under this resolution by passing of a special resolution of the Company in a general meeting.

NOTICE OF AGM

- B. Contingent on the Board's resolving to issue shares pursuant to 6(A)(i) of this resolution, the Board be authorized to (i) formulate and implement the specific issuance plan with details including but not limited to the class and number of the shares to be issued, pricing method and/or issue price (including the range of issue price), the start and end date of the issuance, use of proceeds and other matters to be included in a specific issuance plan as required by the relevant laws, regulations and other regulatory documents, relevant regulatory institutions as well as the stock exchange of the place where the shares are listed; (ii) engage intermediaries in relation to the issue of new shares and review, approve and enter into on behalf of the Company any document and agreement in relation to the issue of new shares, including but not limited to underwriting agreements and engagement letters for intermediaries, etc.; (iii) review, approve and sign on behalf of the Company any statutory document to be submitted to the relevant regulatory institutions in relation to the issue of new shares, perform relevant approval procedures according to the requirement of regulatory institutions and stock exchange of the place where shares are listed and make all necessary filings, registrations, modification and filing for records with the relevant governmental departments, etc.; and (iv) deal with matters in relation to the increase of registered capital of the Company to reflect the shares issued by the Company as authorized by this resolution and make corresponding amendments to provisions of the Articles of Association in relation to the issue of new shares and registered capital as it thinks fit so as to reflect the new share capital structure after the allotment or issue of the new shares according to the general mandate."

On behalf of the Board

Chanjet Information Technology Company Limited

Wang Wenjing

Chairman

Beijing, the PRC

12 April 2019

NOTICE OF AGM

Notes:

1. For the purpose of holding the AGM, the register of members of Shares will be closed from Sunday, 28 April 2019 to Tuesday, 28 May 2019 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares), or to the board office of the Company in PRC (for holders of Domestic Shares) no later than 4:30 p.m. on Friday, 26 April 2019.

The Shareholders whose names appear on the register of members of the Company on Tuesday, 28 May 2019 are entitled to attend and vote at the AGM.

2. Votes on the resolutions to be proposed at the AGM shall be taken by way of poll.
3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited, for holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited or for holders of Domestic Shares, to the board office of the Company in the PRC not less than 24 hours before the time appointed for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time to the same place as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.
6. Shareholders shall produce their identity documents and supporting documents in respect of the shares held when attending the AGM. If corporate shareholders appoint authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
7. Holders of H Shares who intend to attend the AGM should complete the reply slip and return it to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited by hand, by post or by fax on or before Wednesday, 8 May 2019.
8. Domestic Shareholders who intend to attend the AGM should complete the reply slip and return it to the board office of the Company in the PRC by hand, by post or by fax on or before Wednesday, 8 May 2019.
9. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.

NOTICE OF AGM

10. Contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
Telephone: (+852) 2862 8555
Fax No.: (+852) 2865 0990

11. Contact details of the board office of the Company in the PRC are as follows:

Address: Floor 3, Building 3, Yard 9, Yongfeng Road, Haidian District, Beijing, the PRC
Telephone No.: (8610) 6243 4214
Fax No.: (8610) 6243 8765

As at the date of this notice, the non-executive directors of the Company are Mr. Wang Wenjing and Mr. Wu Zhengping; the executive directors of the Company are Mr. Zeng Zhiyong and Mr. Yang Yuchun; and the independent non-executive directors of the Company are Mr. Chen, Kevin Chien-wen, Mr. Lau, Chun Fai Douglas and Mr. Chen Shuning.