#### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of this circular, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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 form of proxy and reply slip to the purchaser or transferee or to licensed securities dealer or registered institution in securities 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)

# (1) PROPOSED DISTRIBUTION OF FINAL DIVIDEND (2) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS AND (5) NOTICE OF AGM

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 1 to 6 of this circular. A notice convening the annual general meeting to be held at 2:00 p.m. on Monday, 8 June 2020 at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiqing Road, Haidian District, Beijing, the PRC is set out at the end of this circular.

If you intend to attend the AGM, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event by not later than Tuesday, 19 May 2020.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy 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 form of proxy 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 accompanying form of proxy together with any documents of authority to the H Share registrar of the Company, Computershare 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 accompanying form of proxy 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 form of proxy will not preclude you from attending and voting at the AGM, or any adjournment thereof should you so wish.

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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 2:00

p.m. on Monday, 8 June 2020 at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiging

Road, Haidian District, Beijing, the PRC

"Articles of Association" the articles of association of the Company

"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, the H Shares of which are listed and

traded on the Hong Kong Stock Exchange

"Computershare" Computershare Hong Kong Investor Services Limited, the H Share

registrar of the Company in Hong Kong

"Director(s)" the director(s) of the Company

"Domestic Share(s)" the ordinary share(s) in the share capital of the Company with a

nominal value of RMB1.00 each, which are subscribed for and paid up in RMB 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)

"Existing General Mandate" the general mandate granted to the Board pursuant to a resolution

passed by the Shareholders at the annual general meeting of the Company held on 28 May 2019 to allot and 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, respectively, on 28 May 2019

"Final Dividend" a final dividend of RMB0.40 per Share (tax inclusive) for the year

ended 31 December 2019

"general meeting" the general meeting of the Shareholders of the Company

#### **DEFINITIONS**

"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 "H Share Full Circulation Regulatory the Guidelines on Application for "Full Circulation" of Unlisted Documents" Domestic Shares of H Share Companies (CSRC Announcement [2019] No. 22)\* (《H股公司境內未上市股份申請"全流通"業務指 引》(中國證券監督管理委員會公告[2019]22號)), the catalogue of materials for H share "full circulation" application and the points of concern for review and approval issued by the China Securities Regulatory Commission "Hong Kong" the Hong Kong Special Administrative Region of the People's Republic of China "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 "Latest Practicable Date" 17 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein "New General Mandate" the general mandate proposed to be granted to the Board as set out in resolution No. 6 of the notice of the AGM "PRC" the People's Republic of China which, for the purpose of this circular, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and the region of Taiwan "Proposed Amendments" the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures for General Meetings "Proposed Amendments to the the proposed amendments to the Articles of Association Articles of Association"

#### **DEFINITIONS**

"Proposed Amendments to the Rules of Procedures for General Meetings" the proposed amendments to the Rules of Procedures for General

Meetings

"Rules of Procedures for General Meetings"

the rules of procedures for general meetings of the Company

"RMB"

Renminbi, the lawful currency of the PRC

"Share(s)"

the Domestic Share(s) and the H Share(s)

"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 (上海證券交易所) (Stock Code:

600588), and the controlling shareholder of the Company

### 畅捷通 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)

Non-executive Directors:

Mr. Wang Wenjing (Chairman)

Mr. Wu Zhengping

Executive Director:

Mr. Yang Yuchun (President)

Independent Non-executive Directors:

Mr. Chen, Kevin Chien-wen Mr. Lau, Chun Fai Douglas

Mr. Chen Shuning

Registered Office and

Headquarters:

Floor 3, Building 3

Yard 9, Yongfeng Road

Haidian District

Beijing, the PRC

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,

#### (1) PROPOSED DISTRIBUTION OF FINAL DIVIDEND

- (2) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
  - (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
  - (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

#### **AND**

#### (5) NOTICE OF AGM

#### I. INTRODUCTION

The purpose of this circular is to provide you with, among other things, information of the resolutions to be proposed at the AGM in respect of (i) the proposed distribution of the Final Dividend; (ii) the New General Mandate; and (iii) the Proposed Amendments.

#### II. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended 31 December 2019 of the Company dated 27 March 2020. The Board has recommended the payment of the Final Dividend of RMB0.40 per share (tax inclusive) for the year ended 31 December 2019 in an aggregate amount of approximately RMB86.87 million.

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 8 June 2020 (being the date of declaration of the Final Dividend).

Shareholders whose names appear on the register of members of the Company on Wednesday, 17 June 2020 shall be entitled to the Final Dividend. The register of members of the Company will be closed from Friday, 12 June 2020 to Wednesday, 17 June 2020 (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 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 Thursday, 11 June 2020.

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

#### III. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the resolution passed by the Shareholders at the annual general meeting of the Company held on 28 May 2019, the Existing General Mandate was granted to the Board which 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 market conditions and the needs of the Company, the Company proposes to grant the 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, respectively, on the date of passing of 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 comprises 162,181,666 Domestic Shares and 55,000,000 H Shares. Subject to the passing of the special resolution in relation to the New General Mandate at the AGM and on the basis that the total number of issued Shares will remain unchanged 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 during the period from the passing of the special resolution in relation to the New General Mandate at the AGM 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 the special resolution in relation to the New General Mandate by the 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: (i) the class and number of the Shares to be issued; (ii) the pricing method and/or issue price (including the range of issue price); (iii) the start and end date of the issuance; (iv) use of proceeds; and (v) 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 to obtain 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 New General Mandate will be put forward at the AGM as a special resolution for consideration and, if thought fit, approval by the Shareholders. For details, please refer to resolution No. 6 of the notice of the AGM.

### IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

According to the Official Reply of the State Council of the PRC on Adjusting the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97)\* (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the H Share Full Circulation Regulatory Documents and other relevant laws and regulations and related supervisory requirements, and the actual operational and management needs of the Company, the Board resolved in the meeting of the Board held on 27 March 2020 to make the Proposed Amendments.

The purpose of the Proposed Amendments is to, among other things, (i) bring the relevant provisions of the Articles of Association and the Rules of Procedures for General Meetings in line with the relevant requirements under the Company Law of the PRC; (ii) bring the relevant provisions of the Articles of Association and the Rules of Procedures for General Meetings in line with the H Share Full Circulation Regulatory Documents and other relevant laws and regulations and related supervisory requirements; (iii) bring more flexibility to the Company in terms of the composition of the Board; and (iv) meet the actual operational and management needs of the Company.

The full text of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures for General Meetings, which were prepared in the Chinese language, are set out in Appendix I and Appendix II to this circular, respectively. In the event of any discrepancy between the English translation and the Chinese version of the Proposed Amendments, the Chinese version shall prevail.

The resolutions in relation to the Proposed Amendments will be put forward at the AGM as special resolutions for consideration and, if thought fit, approval by the Shareholders. For details, please refer to resolutions No. 7 and 8 of the notice of the AGM.

#### V. CLOSURE OF REGISTER OF MEMBERS

Pursuant to the Articles of Association, for the purpose of holding the AGM, the register of members of the Company will be closed from Saturday, 9 May 2020 to Monday, 8 June 2020 (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 Monday, 8 June 2020 are entitled to attend and vote at the AGM.

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 the H Share registrar of the Company, Computershare (for holders of H Shares) or to the board office of the Company in the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 8 May 2020.

The address of Computershare is as follows: Shops 1712-1716 17th Floor Hopewell Centre 183 Queen's Road East Wanchai

Hong Kong

The address of the board office of the Company in the PRC is as follows:

Floor 3

Building 3

Yard 9, Yongfeng Road

Haidian District

Beijing

The PRC

#### VI. AGM

The AGM will be held at 2:00 p.m. on Monday, 8 June 2020 at Meeting Room E103, Building 8, Central District of Yonyou Industrial Park (Beijing), 68 Beiqing Road, Haidian District, Beijing, the PRC. The notice of the AGM 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 form of proxy for use at the AGM is enclosed. Shareholders who intend to appoint a proxy to attend the AGM shall complete, sign and return the accompanying form of proxy together with a copy of the notarially certified power of attorney or other document(s) of authorisation (if the form of proxy is signed by a person authorised by power of attorney or other document(s) of authorisation) in accordance with the instructions printed thereon as soon as possible. For holders of H Shares, the form of proxy together with a copy of the notarially certified power of attorney or other document(s) of authorisation (if the form of proxy is signed by a person authorised by power of attorney or other document(s) of authorisation) must be delivered to the H Share registrar of the Company, Computershare, 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 form of proxy together with a copy of the notarially certified power of attorney or other document(s) of authorisation (if the form of proxy is signed by a person authorised by power of attorney or other document(s) of authorisation) must be delivered to the board office of the Company in the PRC not less than 24 hours before the time appointed for holding the AGM in order for such documents to be valid. Completion and return of the said form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

A reply slip in relation to the attendance of the AGM is enclosed. Holders of H Shares, who intend to attend the AGM must complete the reply slip and return it to the H Share registrar of the Company, Computershare, not later than 20 days before the date of the AGM, i.e. no later than Tuesday, 19 May 2020. 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 Tuesday, 19 May 2020.

#### VII. RECOMMENDATION

The Directors consider that (i) the proposed distribution of the Final Dividend; (ii) the New General Mandate; and (iii) the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

On behalf of the Board

Chanjet Information Technology Company Limited

Wang Wenjing

Chairman

23 April 2020

<sup>\*</sup> For identification purposes only

#### APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The full text of the Proposed Amendments to the Articles of Association is set out below.

<b>Existing Articles</b>	Revised Articles		
Chapter 2 Operational Objectives and Scope	Chapter 2 Operational Objectives and Scope		
Article 12 The Company's scope of business	Article 12 The Company's scope of business		
covers the technical development, consulting,	covers the technical development, consulting,		
transfer, service and training of computer	transfer, service and training of computer		
software, hardware and external devices, the sale	software, hardware and external devices, the sale		
of typing paper, computer consumables, computer	of typing paper, computer consumables, computer		
software and hardware and external devices, and	software and hardware and external devices, and		
the provision of database service; information	the provision of database service; information		
service of the second category value-added	service of the second category value-added		
telecom business (restricted to internet information	telecom business (restricted to internet information		
service); design, manufacturing, agency and	service; design, manufacturing, agency and		
publication of advertisement.	publication of advertisement.		
The aforesaid scope of business shall be	The aforesaid scope of business shall be		
based on the items approved by the competent	based on the items approved by the competent		
administration for industry and commerce.	administration for industry and commerce.		
The Company may legally change its scope of	The Company may legally change its scope of		
business according to the needs of the domestic	business according to the needs of the domestic		
and international markets, its own development	and international markets, its own development		
ability as well as business needs.	ability as well as business needs.		

Existing Articles	Revised Articles		
Chapter 3 Shares, Registered Capital and Transfer of Shares	Chapter 3 Shares, Registered Capital and Transfer of Shares		
Paragraph 4 of Article 17 Approved by securities regulatory authorities under the State Council, the Company's domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas-listed foreign shares.	Paragraph 4 of Article 17 Approved by securities regulatory authorities under the State Council, all or part of the Company's domestic shares may be listed and traded on an overseas stock exchange—and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, Listing and trading of such domestic shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The listing and trading of such domestic shares The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a general meeting or a class meeting. Such domestic shares—shall belong to the same class of shares as the existing		
Chapter 6 Share Certificates and Register of	overseas stock exchange.  Chapter 6 Share Certificates and Register of		
Shareholders	Shareholders		
Article 47 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends. This is subject to any other provisions of the securities regulatory authorities in the place where the shares are listed.	Article 47 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends. This is subject to any other provisions of relevant laws and regulations and the securities regulatory authorities in the place where the shares are listed.		

# Existing Articles Chapter 8 General Meeting Chapter 8 General Meeting

Article 75 Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.

When calculating the time limit of the notice, the date of the meeting shall be excluded.

Article 76 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.

An extraordinary general meeting shall not decide on matters not specified in the notice. Article 75 Where an annual general meeting is convened by the Company, it shall issue a written notice of the meeting 2045 days prior to the meeting to the registered shareholders; where an extraordinary general meeting is convened, the Company shall issue a written notice of the meeting 15 days prior to the meeting to the registered shareholders. of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.

When calculating the time limit of the notice, the date of the meeting shall be excluded.

Article 76 A general meeting shall not pass resolutions on matters which are not included in the notices referred to in Articles 74 and 75 herein. The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.

An extraordinary general meeting shall not decide on matters not specified in the notice.

Article 79 Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with all applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general meeting.

#### **Revised Articles**

Article 79 Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with all applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general meeting.

#### APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles	Revised Articles		
Chapter 9 Special Procedures for Voting a Class Meeting	Chapter 9 Special Procedures for Voting at Class Meeting		
Article 111 The Company shall not proceed			
change or abrogate the shareholders' rights of	change or abrogate the shareholders' rights of a		
class of shares unless such change or abrogation	class of shares unless such change or abrogation		
has been approved by way of a special resoluti	has been approved by way of a special resolution		
of the general meeting and by a separate cla	of the general meeting and by a separate class		
meeting of the affected shareholders of the cla	g of the affected shareholders of the class meeting of the affected shareholders of the class		
f shares in accordance with Articles 113 to 117, of shares in accordance with Articles 113 to 1			
save and except for the circumstances provided save and except for the circumstances provided			
for under paragraph 4 of Article 17 in respect	for under paragraph 4 of Article 17 in respect		
the conversion of unlisted domestic shares in	of the overseas listing and tradingeonversion		
overseas-listed foreign shares.	of unlisted domestic shares into overseas-listed		
	foreign shares.		
Where any changes in domestic and foreign law	s		

Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions made under law by domestic and foreign regulatory authorities, lead to the change or abrogation of rights of class shareholders. No approval of shareholder' meeting or class meeting would be required.

Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions made under law by domestic and foreign regulatory authorities, lead to the change or abrogation of rights of class shareholders. No approval of shareholder' meeting or class meeting would be required.

Article 115 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.

If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.

If there are any special requirements by the listing rules of the place where the Company's shares are listed, such requirements shall prevail.

#### **Revised Articles**

Article 115 When the Company is to hold a class meeting, the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting. it shall issue a written notice 45 days prior to the meeting informing

#### The written notice of the meeting shall inform

all the registered shareholders of that class of the matters to be considered at the meeting as well as the date, time and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.

If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.

If there are any special requirements by the listing rules of the place where the Company's shares are listed, such requirements shall prevail.

**Article 117** In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedure for voting in class meeting shall not apply to the following circumstances:

- (1) Where the Company issues domestic shares and overseas-listed foreign shares, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares of the Company;
- (2) Where the Company's plan to issue domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council; or
- (3) Where with the approval by the securities regulatory authorities under the State Council the shareholders convert their holding of unlisted domestic shares into overseas-listed foreign shares for overseas listing and trading.

#### **Revised Articles**

**Article 117** In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedure for voting in class meeting shall not apply to the following circumstances:

- (1) Where the Company issues domestic shares and overseas-listed foreign shares, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares of the Company;
- (2) Where the Company's plan to issue domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council; or
- (3) Where with the approval by the securities regulatory authorities under the State Council the shareholders have convert their holding of unlisted domestic shares—into overseas—listed foreign shares for overseas listing and trading.

#### APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles	Revised Articles		
Chapter 10 Board of Directors	Chapter 10 Board of Directors		
Article 132 The Board shall compose of seven	Article 132 The Board shall compose of five to		
directors, including three independent non-	nine seven directors, including three independent		
executive directors. The Board shall have one	non-executive directors. The Board shall have one		
chairman and one vice chairman.	chairman and may have one vice chairman.		
The chairman and vice chairman of the Board shall	The chairman and vice chairman of the Board shall		
be elected and removed by more than one half of	be elected and removed by more than one half of		
all the directors. The chairman and vice chairman	all the directors. The chairman and vice chairman		
of the Board shall serve a term of three years and	of the Board shall serve a term of three years and		
may be re-elected upon the expiry of their terms.  may be re-elected upon the expiry of their terms.			

The full text of the Proposed Amendments to the Rules of Procedures for General Meetings is set out below.

	<b>Existing Articles</b>	
Chapter 5	<b>Proposals and Notices of General</b>	Chapt
	Meeting	

Article 15 Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.

When calculating the time limit of the notice, the date of the meeting shall be excluded.

Article 16 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.

An extraordinary general meeting shall not decide on matters not specified in the notice.

## Chapter 5 Proposals and Notices of General Meeting

Revised Articles

Article 15 Where <u>an annual</u> general meeting is convened by the Company, it shall issue a written notice of the meeting <u>20</u>45 days prior to the meeting to the registered shareholders; <u>where an extraordinary general meeting is convened, the Company shall issue a written notice of the meeting 15 days prior to the meeting to the registered shareholders. of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.</u>

When calculating the time limit of the notice, the date of the meeting shall be excluded.

Article 16 A general meeting shall not pass resolutions on matters which are not included in the notices referred to in Articles 14 and 15 herein. The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.

An extraordinary general meeting shall not decide on matters not specified in the notice.

Article 19 Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with all applicable laws, regulations and the Listing Rules. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general meeting.

#### **Revised Articles**

Article 19 Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with all applicable laws, regulations and the Listing Rules. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general meeting.

# Existing Articles Chapter 8 Special Procedures for Voting at Class Meeting Revised Articles Chapter 8 Special Procedures for Voting at Class Meeting

Article 50 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 52 to 56, save and except for the circumstances provided for under paragraph 4 of Article 17 of the Articles of Association in respect of the conversion of unlisted domestic shares into overseas-listed foreign shares.

Where any changes in domestic and foreign laws, regulations and the Listing Rules, as well as decisions made under law by domestic and foreign regulatory authorities, lead to the change or abrogation of rights of class shareholders. No approval of shareholder' meeting or class meeting would be required.

Article 50 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 52 to 56, save and except for the circumstances provided for under paragraph 4 of Article 17 of the Articles of Association in respect of the overseas listing and tradingeonversion of unlisted domestic shares into overseas-listed foreign shares.

Where any changes in domestic and foreign laws, regulations and the Listing Rules, as well as decisions made under law by domestic and foreign regulatory authorities, lead to the change or abrogation of rights of class shareholders. No approval of shareholder' meeting or class meeting would be required.

Article 54 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.

If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.

If there are any special requirements by the Listing Rules, such requirements shall prevail.

#### **Revised Articles**

Article 54 When the Company is to hold a class meeting, the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting. it shall issue a written notice 45 days prior to the meeting informing

#### The written notice of the meeting shall inform

all the registered shareholders of that class of the matters to be considered at the meeting as well as the date, time and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.

If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.

If there are any special requirements by the Listing Rules, such requirements shall prevail.

**Article 56** In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedure for voting in class meeting shall not apply to the following circumstances:

- (1) Where the Company issues domestic shares and overseas-listed foreign shares, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares of the Company;
- (2) Where the Company's plan to issue domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council; or
- (3) Where with the approval by the securities regulatory authorities under the State Council the shareholders convert their holding of unlisted domestic shares into overseas-listed foreign shares for overseas listing and trading.

#### **Revised Articles**

**Article 56** In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedure for voting in class meeting shall not apply to the following circumstances:

- (1) Where the Company issues domestic shares and overseas-listed foreign shares, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares of the Company;
- (2) Where the Company's plan to issue domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council; or
- (3) Where with the approval by the securities regulatory authorities under the State Council the shareholders have convert their holding of unlisted domestic shares—into overseas—listed foreign shares for overseas listing and trading.



#### 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "**AGM**") of Chanjet Information Technology Company Limited (the "**Company**") will be held at 2:00 p.m. on Monday, 8 June 2020 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**") to consider and, if thought fit, pass the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 April 2020 (the "**Circular**").

#### ORDINARY RESOLUTIONS

- 1. To consider and, if thought fit, approve the report of the Board for the year ended 31 December 2019.
- 2. To consider and, if thought fit, approve the report of the supervisory committee of the Company for the year ended 31 December 2019.
- 3. To consider and, if thought fit, approve the final financial accounts of the Company for the year ended 31 December 2019.
- 4. To consider and, if thought fit, approve the profit distribution proposal of the Company for the year ended 31 December 2019, namely, the proposal for the distribution of the Final Dividend of RMB0.40 per share (tax inclusive) in an aggregate amount of approximately RMB86.87 million.
- 5. To consider and, if thought fit, 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 2020, 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 2020, and authorize the audit committee of the Board to fix their remuneration.

#### SPECIAL RESOLUTIONS

6. To consider and, if thought fit, 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 the passing of this resolution, and 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 (as defined 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 the passing of this resolution; and

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:

- (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 to the Board under this resolution by passing of a special resolution of the Company in a general meeting.

- В. Contingent on the Board resolving to issue shares pursuant to paragraph 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 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."
- 7. To consider and, if thought fit, approve the amendments to the Articles of Association (details of which are set out in the Circular).
- 8. To consider and, if thought fit, approve the amendments to the Rules of Procedures for General Meetings (details of which are set out in the Circular).

On behalf of the Board

Chanjet Information Technology Company Limited

Wang Wenjing

Chairman

Beijing, the PRC 23 April 2020

#### Notes:

- 1. For the purpose of holding the AGM, the register of members of the Company will be closed from Saturday, 9 May 2020 to Monday, 8 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. The Shareholders whose names appear on the Register of Members on Monday, 8 June 2020 are entitled to attend and vote at the AGM.
- 2. 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 (for holders of H Shares), or to the board office of the Company in the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on Friday, 8 May 2020.

The address and contact details of Computershare are as follows:

Shops 1712-1716

17th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

Telephone: (+852) 2862 8555 Fax: (+852) 2865 0990

The address and contact details of the board office of the Company in the PRC are as follows:

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

The PRC

Telephone: (8610) 6243 4214 Fax: (8610) 6243 8765

- 3. Holders of H Shares who intend to attend the AGM should complete the reply slip and return it to Computershare by hand, by post or by fax on or before Tuesday, 19 May 2020.
- 4. Holders of Domestic Shares 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 Tuesday, 19 May 2020.
- 5. Each Shareholder who has a right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the AGM. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, the instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
- 6. In order to be valid, the form of proxy must be delivered to Computershare for holders of H Shares or to the board office of the Company in the PRC for holder of Domestic Shares not less than 24 hours before the time for holding the AGM or any adjournment thereof. If the form of proxy is signed by the person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other document(s) of authorisation must be delivered at the same time to the same place as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should they so wish.

- 7. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the AGM. If a legal person Shareholder appoints an 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 or other authorised parties of the legal person Shareholder or other notarially certified documents as allowed by the Company. If a proxy attends the AGM on behalf of a Shareholder, he/she shall produce his/her identity documents and the form of proxy signed by the Shareholder or his/her legal representative or his/her duly authorised attorney. Form(s) of proxy duly signed and submitted by HKSCC Nominees Limited are deemed to be valid, and it is not necessary for the proxy(ies) appointed by HKSCC Nominees Limited to produce the signed form of proxy when the proxy(ies) attend(s) the AGM.
- 8. The resolutions set out in the notice of the AGM will be voted on by poll. Results of the poll voting will be published on the website of the Company at www.chanjet.com and the Hong Kong Stock Exchange at www. hkexnews.hk after the AGM.
- 9. Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint registered holders are present at the AGM, either personally or by proxy, the vote of the joint registered holder whose name stands first on the Register of Members will be accepted to the exclusion of the votes of any other joint registered holder(s).
- 10. The AGM is estimated to last for not more than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.

As at the date of this notice, the non-executive directors of the Company are Mr. Wang Wenjing and Mr. Wu Zhengping; the executive director of the Company is 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.

\* For identification purposes only