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**SHANGHAI JIAODA WITHUB  
INFORMATION INDUSTRIAL COMPANY LIMITED\***  
上海交大慧谷信息產業股份有限公司

*(a joint stock company incorporated in the People’s Republic of China with limited liability)*

**(Stock Code: 8205)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2021 annual general meeting (“AGM”) of Shanghai Jiaoda Withub Information Industrial Company Limited\* (the “Company”) will be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 1:30 p.m. for the following purpose:

To consider and, if thought fit, pass the following matters as ordinary and special resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the Directors for the year 2021;
2. To consider and approve the report of the Supervisory Committee for the year 2021;
3. To consider and approve the audited consolidated financial statements and auditor’s report for the year ended 31 December 2021;
4. To consider and approve the dividend distribution proposal for 2021;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for 2021;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company’s auditor for 2022 and to authorise the Directors of the Company to fix their remuneration;
7. To consider and approve the remuneration proposals for Directors and Supervisors of the Company for 2022 and to authorise the Directors of the Company to fix their remuneration;
8. To consider and approve (a) the re-election of Mr. Hu Lunjie as an executive Director, for a term of three years effective from 7 July 2022; (b) the re-election of Mr. Yuan Shumin as an independent non-executive Director, for a term of three years effective from 7 July 2022; and (c) the re-election of Mr. Zhou Guolai as an independent non-executive Director, for a term of three years effective from 7 July 2022;

\* For identification purpose only

9. To consider and approve re-election of Mr. Rong Yinsheng as a Supervisor, for a term of three years effective from 7 July 2022;
10. To consider and approve the change of scope of business;

### **SPECIAL RESOLUTIONS**

11. To consider and approve the following resolution as a special resolution:

“(a) **THAT** subject to the limitation imposed by paragraphs (c) and (d) below and in compliance with the requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Company Law of the People’s Republic of China (“PRC”), as well as other applicable laws and regulations, in each case as amended from time to time, to consider and approve the grant of general mandate by the board of directors of the Company (“Board”) to exercise, once or more than once, all the powers of the Company to allot, issue and deal with additional domestic shares (“Domestic Shares”) and/or overseas listed foreign shares (“H Shares”) of the Company during the Relevant Period (as defined below) and in accordance with the terms and conditions determined by the Board. In exercising the power to allot, issue and deal with additional Domestic Shares and/or H Shares, the authority of the Board shall include (but not limited to) the following:

- (i) to determine the number of Domestic Shares and/or H Shares to be allotted;
  - (ii) to determine the issue price of the new Domestic Shares and/or H Shares;
  - (iii) to determine the date(s) on which the issue of new Domestic Shares and/or H Shares is/are to be commenced and closed;
  - (iv) to determine the number of new Domestic Shares and/or H Shares, if applicable, to be issued to the existing holders of Domestic Shares and/or H Shares;
  - (v) to make or grant an offer, agreement and option necessary for the exercise of such powers; and
  - (vi) where prohibited and required by foreign laws or regulations, or by other reasons which in the opinion of the Board are appropriate, the offer of subscription for and issue of shares to holders of H Shares shall exclude shareholders residing in the PRC or the Special Administration Region of Hong Kong of the PRC (“Hong Kong”) or the offer of subscription for and issue of shares to holders of Domestic Shares shall exclude shareholders residing outside the PRC or Hong Kong;
- (b) Upon the exercise of the powers granted to the Board in paragraph (a) the Board may during the Relevant Period (as defined below) make and grant offers, agreements or options which might require the Domestic Shares and/or H Shares in relation to the exercise of such powers may have to be allotted and issued after expiration of the Relevant Period (as defined below);

- (c) the total number of Domestic Shares and H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or other arrangement) by the Board pursuant to the authority given under paragraph (a) above, excluding any shares allotted pursuant to the Company Law of the PRC and the articles of association of the Company, shall not exceed (i) 20 percent of the number of the Domestic Shares in issue; and (ii) 20 percent of the number of the H Shares in issue, in each case as at the date of passing this resolution;
- (d) upon exercising the powers mentioned in paragraph (a) above, the Board shall (i) comply with the Company Law of the PRC, other applicable laws and regulations and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (in each case as amended from time to time); and (ii) be approved by the China Securities Regulatory Commission and the relevant authorities of the PRC;
- (e) for the purpose of this resolution, “Relevant Period” means the period from the date upon which this resolution is passed until whichever is the earlier of:
  - (i) the conclusion of the Company’s next annual general meeting; or
  - (ii) the date on which the authority given under this resolution is revoked or varied by a special resolution of the Company in general meeting;
- (f) with approval from the relevant authorities and pursuant to the exercise of the powers in paragraph (a) above in accordance with the Company Law of the PRC and other laws and regulations, the Board be authorised to increase the registered number of shares of the Company, the increased number of which shall be equal to the number of the relevant Domestic Shares and/or H Shares allotted pursuant to the exercise of such powers as mentioned in paragraph (a) above, but the registered number of shares of the Company shall not exceed 120 percent of the registered number of shares as at the date of passing of this resolution;
- (g) the Board be authorised to make any necessary amendments as it considers appropriate in the articles of association of the Company, so as to reflect changes in the structure of shares of the Company pursuant to the exercise of such powers in paragraph (a) above and in case of issue of new H Shares, subject to the granting by the Listing Committee of the Stock Exchange for listing of and permission to deal in the H Shares in the shares of the Company proposed to be issued by the Company and the approval by the China Securities Regulatory Commission for the issue of such shares.”; and

12. To consider and approve the amendments to the Articles of Association.

By Order of the Board  
**Shanghai Jiaoda Withub Information Industrial Company Limited\***  
**Chang Jiang**  
*Chairman*

Shanghai, the PRC, 29 April 2022

