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## IMPORTANT

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

**If you have sold or transferred** all your shares in Shanghai Jiaoda Withub Information Industrial Company Limited (the “Company”), you should at once hand this circular and the enclosed proxy form to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made the reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

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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)**

### **RE-ELECTION OF DIRECTORS, GENERAL MANDATE TO ISSUE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 20 June 2024 at 2:00 p.m. is set out on pages 11 to 15 of this circular. The form of proxy is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed proxy form and return the same to the head office of the Company at Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC (for holders of Domestic shares), or the office of the H share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H shares), as soon as possible and in any event, no later than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish.

*This circular will remain on the HKEx website at “www.hkexnews.hk” on the “Latest Listed Company Information” page for at least 7 days from the date of publication.*

30 April 2024

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 20 June 2024 at 2:00 p.m.;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of directors of the Company;
“Company”	上海交大慧谷信息產業股份有限公司 (Shanghai Jiaoda Withub Information Industrial Company Limited*), a joint stock company incorporated in the PRC on 4 May 1998 with limited liability, the H Shares of which are listed on GEM;
“Company Law”	the Company Law of the PRC;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	domestic share(s) of RMB0.10 each in the share capital of the Company;
“Domestic Shareholders”	registered holders of Domestic Shares;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“H Share(s)”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for in HK dollars;
“H Shareholders”	registered holders of H Shares;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to allot, issue or otherwise deal with Domestic Shares and/or H Shares up to a maximum of 20% of the total number of Domestic Shares and/or H Shares in issue of the Company as at the date of passing of the said resolution;
“Latest Practicable Date”	18 April 2024, being the latest practicable date of ascertaining certain information contained in this circular prior to its printing;
“PRC”	the People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong);
“Share(s)”	Domestic Share(s) and H Share(s);
“Shareholder(s)”	registered Domestic Shareholder(s) and H Shareholder(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	percent.

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**LETTER FROM THE BOARD**

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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)**

*Executive Directors:*

Mr. Zhang Xiaobo (*Chairman*)  
Mr. Shuai Ge (*Vice Chairman*)  
Ms. Cao Zhen  
Mr. Hu Lunjie  
Ms. Gu Xiaomin  
Mr. Sun Jingchen

*Independent non-executive Directors:*

Mr. Yuan Shumin  
Mr. Liu Feng  
Mr. Zhou Guolai

*Legal address:*

2nd Floor, Block 7  
471 Gui Ping Road  
Shanghai  
PRC

*Principal place of business in Hong Kong:*

Suite 2703, 27/F.  
Shui On Centre  
Nos. 6-8 Harbour Road  
Wanchai, Hong Kong

*Principal place of business and  
principal office in the PRC:*

Building A  
Shanghai Jiaoda Withub Information Park  
No. 951 Panyu Road  
Shanghai, PRC

30 April 2024

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,  
GENERAL MANDATE TO ISSUE SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approvals of (i) the proposed re-election of the Directors, and (ii) the Issue Mandate.

### 2. RE-ELECTION OF DIRECTORS

According to article 98 of the Articles of Association, the terms of the Directors shall be three years and the Directors shall be elected at the Shareholders' general meeting. Upon the expiry of the term, each of the Directors shall be eligible for re-election.

Mr. Hu Lunjie will be re-elected as an executive Director for a term of three years from 7 July 2024 and is eligible for re-election.

Mr. Yuan Shumin will be re-elected as an independent non-executive Director for a term of three years from 22 June 2024 and is eligible for re-election.

Mr. Liu Feng will be re-elected as an independent non-executive Director for a term of three years from 24 June 2024 and is eligible for re-election.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of board diversity, as set out under the board diversity policy of the Company, the nomination committee of the Company (the "Nomination Committee") has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Yuan Shumin, Mr. Liu Feng and Mr. Zhou Guolai, and considered whether they remained independent and suitable to continue to act in such roles.

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## LETTER FROM THE BOARD

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After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and they contributed effectively to the operation of the Board; and
- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Yuan Shumin, Mr. Liu Feng and Mr. Zhou Guolai:
  - i. fulfill the requirements on independent non-executive directors under Rule 5.09 of the GEM Listing Rules; and
  - ii. are the persons of integrity and have independent personality and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered, the re-election of Mr. Hu Lunjie as the executive Director, Mr. Liu Feng and Mr. Zhou Guolai as the independent non-executive Director, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Hu Lunjie as an executive Director; (b) re-elect Mr. Yuan Shumin as an independent non-executive Director; and (c) re-elect Mr. Liu Feng as an independent non-executive Director at the forthcoming AGM.

Brief biographical details of the Directors proposed for re-election are set out in Appendix I to this circular.

### 3. ISSUE MANDATE

In order to ensure flexibility and discretion to the Directors if it becomes desirable to issue any additional Domestic Shares and/or H Shares, approval is being sought from the Shareholders for the Issue Mandate, i.e. a conditional general mandate to allot, issue and deal with additional Domestic Shares and/or H Shares. A special resolution will be proposed at the AGM. The Domestic Shares and/or H Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate shall not exceed 20% of the total number of Domestic Shares and H Shares in issue of the Company as at the date of passing of the said resolution.

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## **LETTER FROM THE BOARD**

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As at the Latest Practicable Date, there were a total of 348,000,000 Domestic Shares and 132,000,000 H Shares in issue. Assuming no additional H Shares and/or Domestic Shares will be allotted or issued and no existing H Shares and/or Domestic Shares are repurchased by the Company after the Latest Practicable Date but prior to the date of the AGM, if the Issue Mandate is fully exercised, the Company will be authorized to issue additional 69,600,000 Domestic Shares and 26,400,000 H Shares.

#### **4. ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on Pages 11 to 15 of this circular. Ordinary resolutions will be proposed at the AGM to approve, inter alia, the re-election of Directors, and a special resolution to approve the Issue Mandate.

#### **5. VOTING BY WAY OF POLL**

According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules after the AGM.

#### **6. ACTION TO BE TAKEN**

The form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the head office of the Company at Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC (for holders of Domestic Shares), or the Company's H share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H Shares), as soon as possible and in any event, no later than 24 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions referred to this circular are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that Shareholders should vote in favour of all the resolutions set out in the notice of AGM.

By Order of the Board

**Shanghai Jiaoda Withub Information Industrial Company Limited\***

**Zhang Xiaobo**

*Chairman*

\* *For identification purpose only*

**LIST OF CANDIDATES**

*The candidates for Directors recommended by the Board for re-election at the AGM are set out below:*

**DIRECTORS****Mr. Hu Lunjie**

Hu Lunjie, aged 42, is a Chinese national with no right of abode in any foreign country and a master's degree holder. He has been a project manager of the asset management department of Shanghai Venture Capital Limited since 2013; a risk control manager of the general business department of Shanghai Technology Venture Capital (Group) Co., Ltd. since 2015; a project manager and senior investment manager of the project investment department and a senior investment manager of the asset management department of Shanghai Technology Venture Capital (Group) Co., Ltd. since 2018. He was appointed as an executive Director by the Company on 7 July 2020.

Save as disclosed above, Mr. Hu did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 years and he does not hold any other position in the Group. Mr. Hu does not have any relationship with any other Directors, supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Hu as an executive Director for a term of 3 years effective from 7 July 2024. Mr. Hu will not enter into any service contract with the Company and he is and will not be entitled to receive any salary or other remuneration and/or benefits as a Director. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Hu.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Hu.

**Mr. Yuan Shumin**

Mr. Yuan Shumin (“Mr. Yuan”), aged 73, was graduated from School of Accounting of Shanghai University of Finance and Economics in January 1983 with a bachelor degree in Economics, and taught there after graduation. In September 1985, Mr. Yuan attended the part-time Postgraduate program in School of Accounting of Shanghai University of Finance and Economics, and graduated in June 1988 with a master degree in Economics. Mr. Yuan became an associate professor in 1992, and promoted as professor in 1997. Since 1993, Mr. Yuan has been the supervisor of teaching department, an assistant supervisor and assistant dean of School of Accounting, assistant dean and dean of School of Adult Education (成教學院) of Shanghai University of Finance and Economics. Mr. Yuan studied in a part-time doctorate program of Management at School of Management of Fudan University from January 1995, and graduated from Fudan University in January 1998 with a doctorate degree in science. In July 2001, Mr. Yuan was appointed as tutor of accounting doctorate program in Shanghai University of Finance and Economics. He has served as the president of School of Accounting in School of Accounting in Shanghai Finance University since September 2005. Mr. Yuan was employed by Sanda University as the chief accountant and a professor successively from April 2014 to June 2023. Mr. Yuan has written various thesis, studies, teaching material, and served as Chairman of Computerized Accountancy Association for Youth (中青年會計電算化分會) of PRC Accounting Association (中國會計學會). He was appointed as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee by the Company on 22 June 2007. In addition, since May 2014, Mr. Yuan has been appointed as an independent non-executive director of China Smartpay Group Holdings Limited (a company listed on the Stock Exchange, stock code: 8325), and is the Chairman of each of its audit committee, remuneration committee and internal control committee as well as a member of its nomination committee and compliance committee.

Save as disclose above, Mr. Yuan did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 years and he does not hold any other position in the Group. Mr. Yuan does not have any relationship with any other Directors, Supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to propose the appointment of Mr. Yuan as an independent non-executive Director for a term of 3 years effective from 22 June 2024. Mr. Yuan will not enter into any service contract with the Company and he is entitled to a annually salary of HKD100,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits), which was determined upon negotiation between Mr. Yuan and the Company at arm’s length on the basis of his previous experience and professional qualifications as well as the prevailing market condition. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Yuan.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Yuan.

**Mr. Liu Feng**

Mr. Liu Feng (“Mr. Liu”), aged 56, master, lawyer. He holds the bachelor of law of East China University of Political Science and Law and master of MBA of Shanghai Jiao Tong University. Mr. Liu is the senior partner of Dentons, with rich legal experience. He currently acts as the consultant expert for Civil Administrative Cases of the Supreme People’s Procuratorate, the director of Intellectual Property Committee of Shang Hai Bar Association, the director of Shanghai Intellectual Property Services Association, the financing consultant for high-tech projects of Science and Technology Commission of Shanghai Municipality, the director of Intellectual Property Institute under Shanghai Law Society, the mediator of Shanghai Commercial Mediation Center, the director of Intellectual Property Department of China (Shanghai) Pilot Free Trade Zone, the specially-invited expert of Shanghai Minyi Legal Service Center, the member of the legal team of legal advisory committee of Shanghai Association for Science & Technology, the member of legal expert service team for consumer protection under Shanghai Consumers Council, the specially-invited mediator of Professional Mediation Center in Pudong New Area, Shanghai, the independent director of Shanghai Jiao Da Only Co., LTD. He acts as the member of the expert conference of Shanghai High People’s Court for several times. He was appointed as an independent non-executive Director, member of the Audit Committee, Remuneration Committee and Nomination Committee by the Company on 24 June 2021. Since May 2014, Mr. Liu has been appointed as an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on the Stock Exchange, stock code: 1635), and the chairman of its nomination committee and a member of each of its audit committee and remuneration and evaluation committee.

Save as disclosed above, Mr. Liu did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 years and he does not hold any other position in the Group. Mr. Liu does not have any relationship with any other Directors, supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Liu as an independent non-executive Director for a term of 3 years effective from 24 June 2024. Mr. Liu will not enter into any service contract with the Company and he is and will not be entitled to receive any salary or other remuneration and/or benefits as a Director. Mr. Liu will also be subject to retirement by rotation and re-election in accordance with the Articles of Association. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Liu.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Liu.



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 IS HEREBY GIVEN THAT** the 2023 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 20 June 2024 at 2:00 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 2023;
2. To consider and approve the report of the Supervisory Committee for the year 2023;
3. To consider and approve the audited consolidated financial statements and auditor's report for the year ended 31 December 2023;
4. To consider and approve the dividend distribution proposal for 2023;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for 2023;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for 2024 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 2024 and to authorise the Directors of the Company to fix their remuneration;

\* For identification purpose only

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 2024; (b) the re-election of Mr. Yuan Shumin as an independent non-executive Director, for a term of three years effective from 22 June 2024; and (c) the re-election of Mr. Liu Feng as an independent non-executive Director, for a term of three years effective from 24 June 2024; and

**SPECIAL RESOLUTION**

9. 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.”

By Order of the Board

**Shanghai Jiada Withub Information Industrial Company Limited\***

**Zhang Xiaobo**

*Chairman*

Shanghai, the PRC, 30 April 2024

*Notes:*

1. The register of members of the Company will be closed from 21 May 2024 to 20 June 2024 (both days inclusive), during which period no transfer of shares will be effected. The holders of shares whose names appear on the register of members of the Company on 20 June 2024 will be entitled to attend and vote at the AGM. In order to qualify for attendance and voting at the above meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on 20 May 2024.
2. Any holder of H shares and domestic shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his behalf. A proxy needs not be a holder of H shares and domestic shares of the Company.
3. In order to be valid, the proxy form for the AGM shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the form shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. If the form is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the form is signed shall be notarised. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney must be delivered, for holders of H shares, to the Company's H shares registrar, Union Registrars Limited, and for holders of domestic shares, to the Company's head office, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
4. The AGM is expected to take not more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
5. The address of the Company's head office and the contact details are as follows:

Building A, Shanghai Jiada Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC

The address of the Company's H shares registrar and the contact details are as follows:

Union Registrars Limited  
Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong  
Fax No.: (852) 2849-3319