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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 18 JUNE 2015,  
APPOINTMENT OF AUDITORS  
AND  
RE-ELECTION AND APPOINTMENT OF DIRECTORS**

**RESULTS OF ANNUAL GENERAL MEETING**

References are made to the notice of annual general meeting (the “AGM Notice”) and the circular (the “Circular”) of Shanghai Jiaoda Withub Information Industrial Company Limited (上海交大慧谷信息產業股份有限公司) (the “Company”) dated 31 March 2015.

The board of directors (the “Board”) of the Company is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting of the Company held on 18 June 2015 (the “AGM”).

All the proposed resolutions set out in the AGM Notice were voted by way of poll and the poll results of the votes are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To consider and approve report of the directors for the year 2014	306,810,000 (100%)	0 (0%)
2.	To consider and approve report of the supervisory committee for the year 2014	306,810,000 (100%)	0 (0%)
3.	To consider and approve the audited consolidated financial statements and auditor’s report for the year ended 31 December 2014	306,810,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
4.	To consider and approve the dividend distribution proposal for the year 2014	306,810,000 (100%)	0 (0%)
5.	To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for the year 2014	306,810,000 (100%)	0 (0%)
6.	To consider and approve the appointment of ShineWing Certified Public Accountants as the Company's auditors for the year 2015 and to authorise the directors of the Company to fix their remuneration	306,684,000 (99.96%)	126,000 (0.04%)
7.	To consider and approve the remuneration proposals for directors and supervisors of the Company for the year 2015 and to authorise the directors of the Company to fix their remuneration	306,684,000 (99.96%)	126,000 (0.04%)
8.	To consider and approve the re-election and appointment of each of the following candidates as the directors of the Company each for a term of three years:		
	(a) Mr. Yuan Shumin	306,684,000 (99.96%)	126,000 (0.04%)
	(b) Dr. Chan Yan Chong	306,684,000 (99.96%)	126,000 (0.04%)
	(c) Mr. Shuai Ge	306,810,000 (100%)	0 (0%)
	(d) Mr. Chen Xin	306,810,000 (100%)	0 (0%)
	(e) Dr. Ni Jing	306,810,000 (100%)	0 (0%)
<b>SPECIAL RESOLUTION</b>			
9.	To consider and approve the grant of a general mandate to the board of directors to allot, issue and deal in additional Domestic Shares and H Shares	306,810,000 (100%)	0 (0%)

As at the date of the AGM, the issued share capital of the Company was 132,000,000 H shares and 348,000,000 Domestic shares, which were the total number of shares entitling the shareholders to attend and vote for or against the resolutions at the AGM. There were no restrictions on shareholders to cast votes on any of the resolutions at the AGM and no shareholder of the Company was required to vote only against any of the proposed resolutions at the AGM. Shareholders of the Company and authorized proxies holding an aggregate of 306,810,000 shares, representing approximately 63.91% of the total issued shares of the Company, were present at the AGM.

The Company's auditors, SHINEWING (HK) CPA Limited, were appointed as scrutineer at the AGM for the purpose of vote-taking.

As the above resolutions numbered 1 to 8 were passed by a simple majority, these resolutions were duly passed as ordinary resolutions. As the above resolution numbered 9 was passed by two-thirds majority, such resolution was duly passed as a special resolution.

### **APPOINTMENT OF AUDITORS**

References are made to the announcement and circular of the Company dated 18 March 2015 and 31 March 2015 respectively.

The Board is pleased to announce that ShingWing Certified Public Accountants has been appointed as the auditors of the Company and hold office until the conclusion of the next annual general meeting of the Company.

### **RE-ELECTION AND APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that the resolution proposed at the AGM regarding the re-election and appointment of the following candidates as directors was duly passed:

Mr. Yuan Shumin and Dr. Chan Yan Chong were re-elected as independent non-executive directors for a period of three years effective from 22 June 2016 and 7 July 2015 respectively. Mr. Shuai Ge ("Mr. Shuai") and Mr. Chen Xin ("Mr. Chen") were appointed as executive directors, and Dr. Ni Jing ("Dr. Ni") was appointed as an independent non-executive director for a period of three years effective from 7 July 2015. Other details concerning the appointment of Mr. Shuai and Mr. Chen as executive directors and Dr. Ni as an independent non-executive director are listed as below:

**Mr. Shuai**, aged 46, MA, is an engineer. He has long-term engagement in business management since 1993, and served as the manager of the research and development department of Shanghai Xianhe Optoelectronics Technology Company Limited (上海先河光電技術有限公司) and of the import and export division of Shanghai Taiping International Container Co., Ltd (上海太平國際貨櫃有限公司), the general manager assistant of Shanghai Xinhua Power Station Control Co., Ltd (上海新華電站控制技術有限公司), the general manager of Shanghai International Program Controlled Company Limited (上海國際程序控制有限公司) as well as the general manager assistant of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司). He has served as the deputy general manager of Shanghai Xin Xuhui (Group) Limited since November 2006.

Mr. Shuai will be appointed for a period of three years effective from 7 July 2015. Mr. Shuai 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 the appointment of Mr. Shuai. Save as disclose above, Mr. Shuai did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Shuai 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 date of this announcement, he does not have interest in Shares within the meaning of Part XV of the SFO.

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

**Mr. Chen**, aged 35, graduated with a Bachelor degree. He served as the project manager of market research division of Trump Real Estate Consulting (Shanghai) Co., Ltd (川普房產諮詢(上海)有限公司), the manager of new energy project division of Shanghai Xinjicheng Import & Export Trade Co., Ltd. (上海新績成進出口貿易有限公司), the senior project manager of marketing department of Shanghai Zhangjiang Venture Investment Management Co., Ltd (上海張江投資創業股份有限公司), and the manager assistant of enterprise development department of Shanghai Zhangjiang Enterprise Innovation Management Co., Ltd (上海張江企業孵化器經營管理有限公司). He has served as the deputy manager of technology and financial department of Shanghai Technology Venture Capital (Group) Co., Ltd since 2012.

Mr. Chen will be appointed for a period of three years effective from 7 July 2015. Mr. Chen 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 the appointment of Mr. Chen. Save as disclose above, Mr. Chen did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Chen 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 date of this announcement, he does not have interest in Shares within the meaning of Part XV of the SFO.

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

**Dr. Ni Jing**, aged 34, is an associate professor and a supervisor for master students. She obtains both bachelor and master degrees in Law from Southern University of Political Science & Law in China, a master degree in EU Commercial Law from Aix-Marseille Université in France, a doctoral degree in Law from Xiamen University in China and a post-doctoral degree in Law from Chinese Academy of Social Sciences. Dr. Ni has extensive experience in law, and worked for Shenzhen Intermediate People's Court in China, J. Tongue Law Office GD and Beijing JunZeJun Law Offices respectively, and served as the legal consultant for various enterprises included, among other things, Shanghai Taikang Life Insurance Co., Ltd (上海泰康人壽公司), Shanghai Oriental Maritime Engineering Technology Co., Ltd (上海東方海事工程技術有限公司), Shanghai Kasha Blanca Garment Co., Ltd (上海卡莎布蘭卡服飾有限公司), Shanghai Weixin Company Limited (上海維信有限責任公司), Shanghai Yuexing Wealth Management Co., Ltd (上海悅星財富管理公司), and Beijing Mashi Food Production Co., Ltd (北京馬氏莊園食品有限公司). Dr. Ni also actively participates in social affairs and served as the secretary of alumni association for Southern University of Political Science & Law in Shanghai, China and the secretary of legal professional committee of the Sichuan Chamber of Commerce in Shanghai. Dr. Ni currently works for the International Law Faculty of East China University of Political Science and Law in China.

Dr. Ni will be appointed for a period of three years effective from 7 July 2015. Dr. Ni will not enter into any service contract with the Company, but she will be entitled to receive an annual emolument of RMB100,000 which is determined by the Board with reference to her past experience, duties and responsibilities with the Company. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of the appointment of Dr. Ni.

Save as disclose above, Dr. Ni did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and she does not hold any other position in the Group. Dr. Ni 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 date of this announcement, she does not have interest in Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules concerning the appointment of Dr. Ni.

By Order of the Board  
**Shanghai Jiaoda Withub Information Industrial Company Limited\***  
**Liu Yuwen**  
*Chairman*

Shanghai, the PRC, 18 June 2015

As at the date of this announcement, the Board consists of:

<b>Executive directors</b>	Liu Yuwen, Mo Zhenxi, Wu Hanyuan, Sheng Ling, Zhu Kaiyong and Shen Zhimin
<b>Independent non-executive directors</b>	Yuan Shumin, Cao Guo Qi and Chan Yan Chong

*This announcement, 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 given information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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*\* For identification purpose only*