
IMPORTANT

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.



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, RE-ELECTION OF SUPERVISORS, GENERAL MANDATE TO ISSUE SHARES, PROPOSED CHANGE OF SCOPE OF BUSINESS, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, AND NOTICE OF ANNUAL GENERAL MEETING

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 2023 at 2:00 p.m. is set out on pages 16 to 20 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.

31 March 2023

* For identification purpose only

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM	ii
DEFINITIONS	1
LETTER FROM THE BOARD	3
(1) Introduction	4
(2) Re-election of Directors	4
(3) Re-election of Supervisors	5
(4) Issue Mandate.	6
(5) Proposed change of scope of business	7
(6) Proposed amendments to the Articles of Association	8
(7) Annual General Meeting.	9
(8) Voting by way of poll.	10
(9) Action to be taken	10
(10) Recommendation	10
 APPENDIX I – RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS	11
 APPENDIX II – NOTICE OF ANNUAL GENERAL MEETING	16

CHARACTERISTICS OF GEM

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.

DEFINITIONS

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 2023 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;

DEFINITIONS

“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”	24 March 2023, 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.

LETTER FROM THE BOARD



**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. Chang Jiang (*Chairman*)
Mr. Shuai Ge (*Vice Chairman*)
Mr. Shang Ling (*Chief Executive*)
Mr. Hu Lunjie
Ms. Gu Xiaomin
Mr. Chen Guoliang

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

31 March 2023

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
RE-ELECTION OF SUPERVISORS,
GENERAL MANDATE TO ISSUE SHARES,
PROPOSED CHANGE OF SCOPE OF BUSINESS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
AND
NOTICE OF ANNUAL GENERAL MEETING**

* For identification purpose only

LETTER FROM THE BOARD

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, (ii) the proposed re-election of the supervisors, (iii) the Issue Mandate, (iv) the proposed change of scope of business, and (v) proposed amendments to the Articles of Association.

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. Shuai Ge was re-elected on 7 July 2021 as an executive Director for a term of three years and is eligible for re-election.

Mr. Shang Ling was re-elected on 7 July 2021 as an executive Director for a term of three years and is eligible for re-election.

Ms. Gu Xiaomin was appointed on 7 July 2021 as an executive Director for a term of three years 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.

LETTER FROM THE BOARD

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. Shuai Ge, Mr. Shang Ling and Ms. Gu Xiaomin as the 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. Shuai Ge as an executive Director; (b) re-elect Mr. Shang Ling as an executive Director and; (c) re-elect Ms. Gu Xiaomin as an 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. RE-ELECTION OF SUPERVISORS

The board of Supervisor shall consist of five Supervisors of which the number of staff representative supervisors, whom shall be appointed at the Worker's Committee of the Company, shall comprise not less than one-third of the total number of Supervisors. The remaining Supervisors are external Supervisors (i.e. shareholder representative supervisors and independent supervisors) and shall be appointed at the Shareholders' general meeting. Each of the Supervisors shall be appointed for a term of three years. Upon the expiry of the term, each of the Supervisors shall be eligible for re-election.

The term of office of Mr. Yang Qing as an external Supervisor shall expire on 7 July 2023. Mr. Yang Qing has offered himself for re-election at the AGM.

LETTER FROM THE BOARD

The term of office of Ms. Pan Li as an external Supervisor shall expire on 7 July 2023. Ms. Pan Li has offered herself for re-election at the AGM.

In this respect, a separate ordinary resolution will be proposed to re-elect Mr. Yang Qing as a Supervisor at the forthcoming AGM.

In this respect, a separate ordinary resolution will be proposed to re-elect Ms. Pan Li as a Supervisor at the forthcoming AGM.

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

4. 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.

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.

LETTER FROM THE BOARD

5. PROPOSED CHANGE OF SCOPE OF BUSINESS

The Board proposed to change the principal scope of business of the company into:

Licensed projects: architectural engineering construction (excluding the construction and operation of nuclear power stations and civil airport construction); and Type 2 value-added telecommunications businesses. (For projects that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities and the specific business projects shall be subject to approval documents or permits from the relevant authorities)

General projects: technology service, technology development, technology consulting, technology exchange, technology transfer, technology promotion; information system integration services; enterprise image planning; conference and exhibition services; fitness and leisure activities; sports health services; operation of sports venue and facilities (excluding high-risk sports); retail of sports goods and equipment; sports event planning; sports competition organization; sports security organization; organization of sports performances; organization of cultural and artistic exchange activities; sports broker services; **project planning and public relations services; ticket agency services; sports intermediary agency services; wholesale of sports goods and equipment; rental of sports goods and equipment; wholesale of clothing and apparel; retail of clothing and apparel; sales of arts and crafts and ceremonial supplies (except ivory and ivory products); sales of food (only the sale of prepackaged food); sales via the Internet (except sales of commodities that require a license).** (Except for special projects subject to approval according to laws, with business license to carry out business activities independently according to laws)

The above proposed amendments to the Articles of Association are subject to (i) the approval of the shareholders of the Company by way of a special resolution at the annual general meeting of the Company to be held on 20 June 2023; and (ii) all the necessary approvals and filing procedures obtained for the proposed amendments from the relevant competent authorities in the PRC. Prior to the fulfillment of the abovementioned conditions, the current Articles of Association shall remain effective.

LETTER FROM THE BOARD

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board concluded that the specific amendments are as follows:

Articles Before Amendments	Articles After Amendments
<p>Article 11 The scope of business of the company shall be based on the projects examined and approved by the company registration authority.</p> <p>Licensed projects: architectural engineering construction (excluding the construction and operation of nuclear power stations and civil airport construction); and Type 2 value-added telecommunications businesses. (For projects that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities and the specific business projects shall be subject to approval documents or permits from the relevant authorities)</p>	<p>Article 11 The scope of business of the company shall be based on the projects examined and approved by the company registration authority.</p> <p>Licensed projects: architectural engineering construction (excluding the construction and operation of nuclear power stations and civil airport construction); and Type 2 value-added telecommunications businesses. (For projects that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities and the specific business projects shall be subject to approval documents or permits from the relevant authorities)</p>

LETTER FROM THE BOARD

Articles Before Amendments	Articles After Amendments
<p>General projects: technology service, technology development, technology consulting, technology exchange, technology transfer, technology promotion; information system integration services; and enterprise image planning. (Except for special projects subject to approval according to laws, with business license to carry out business activities independently according to laws)</p> <p>(Article 10 of Mandatory Provisions)</p>	<p>General projects: technology service, technology development, technology consulting, technology exchange, technology transfer, technology promotion; information system integration services; enterprise image planning; conference and exhibition services; fitness and leisure activities; sports health services; operation of sports venue and facilities (excluding high-risk sports); retail of sports goods and equipment; sports event planning; sports competition organization; sports security organization; organization of sports performances; organization of cultural and artistic exchange activities; sports broker services; project planning and public relations services; ticket agency services; sports intermediary agency services; wholesale of sports goods and equipment; rental of sports goods and equipment; wholesale of clothing and apparel; retail of clothing and apparel; sales of arts and crafts and ceremonial supplies (except ivory and ivory products); sales of food (only the sale of prepackaged food); sales via the Internet (except sales of commodities that require a license). (Except for special projects subject to approval according to laws, with business license to carry out business activities independently according to laws)</p> <p>(Article 10 of Mandatory Provisions)</p>

7. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on Pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, inter alia, the re-election of Directors, re-election of Supervisors and the change of scope of business, and special resolutions to approve the Issue Mandate and amendments to the Articles of Association.

LETTER FROM THE BOARD

8. 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.

9. 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.

10. 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*
Chang Jiang
Chairman

* For identification purpose only

LIST OF CANDIDATES

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

DIRECTORS**Mr. Shuai Ge**

Mr. Shuai Ge (“Mr. Shuai”), aged 54, MA, is an engineer. He has long-term engagement in business management since 1993. He works at the research and development department of Shanghai Xianhe Optoelectronics Technology Company Limited (上海先河光電技術有限公司). He served as the manager 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), the general manager assistant and deputy general manager of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司). He served as the deputy secretary of the Party Committee and the deputy general manager of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司) from November 2016 to March 2012, and the secretary of the Party Committee and the chairman of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司) from March 2021 to July 2022. He has been the vice chairman (general manager level) of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司) since July 2022. He was appointed as an executive Director and Vice Chairman by the Company on 7 July 2015.

Mr. Shuai shall hold office in the Company for a term of three years commencing from 7 July 2021, no contract of service will be entered into between the Company and Mr. Shuai and he has not received and will not receive any salary or other emoluments and/or benefits in respect of his services as a Director. Mr. Shuai will also be subject to retirement by rotation and re-election in accordance with the Articles of Association. The Board is not aware of any other matters in relation to Mr. Shuai that need to be brought to the attention of the Shareholders.

Save as disclosed 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 of the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

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. Shuai.

Mr. Shang Ling

Mr. Shang Ling (“Mr. Shang”), aged 52, MA, is an engineer. He has long-term engagement in corporate production and operational management after he graduated from his master degree in 2001. He served as a manager of Shanghai Shen Lian Information Technology Co., Ltd. (上海申聯資訊技術公司), an assistant officer of Shanghai Withub Hi-Tech Business Incubator (上海慧谷高科技創業中心), the general manager of Shanghai Withub Business Investment and Management Company Limited (上海慧谷創業投資管理有限公司), the general manager of Shanghai Jiada Withub Technology Street Company Limited (上海交大慧谷科技街有限公司) and the deputy general manager of Shanghai Xin Nanyang Company Limited (上海新南洋股份公司). He was appointed as the chief executive officer of the Company in 18 June 2014 and was appointed as an executive Director by the Company on 7 July 2014.

Mr. Shang shall hold office in the Company for a term of three years commencing from 7 July 2021, no contract of service will be entered into between the Company and Mr. Shang and he has not received and will not receive any salary or other emoluments and/or benefits in respect of his services as a Director. Mr. Shang will also be subject to retirement by rotation and re-election in accordance with the Articles of Association. The Board is not aware of any other matters in relation to Mr. Shang that need to be brought to the attention of the Shareholders.

Save as disclosed above, Mr. Shang did not hold any directorship in other listed companies in Hong Kong or overseas for the last three years and he does not hold any other position in the Group. Mr. Shang 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 any 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 Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Shang.

Ms. Gu Xiaomin

Ms. Gu Xiaomin (“Ms. Gu”), aged 42, graduated from Shanghai University of Finance and Economics with double bachelor degrees of asset management and valuation and accounting. From July 2003 to June 2011 and from June 2011 to May 2012, Ms. Gu acted as the officer and the associate chief officer in finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to administrative business finance department of Xuhui District Finance Bureau (徐匯區財政局行政事業財務科), respectively. From May 2012 to May 2017 and from May 2017 to May 2019, Ms. Gu acted as the associate chief officer and the deputy director of finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to Budgetary Section of Xuhui District Finance Office (徐匯區財政局預算科), respectively. From May 2019 to September 2019 and from September 2019 to September 2020, Ms. Gu acted as the deputy director and the director of finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to Procurement Management Department of Xuhui District Finance Office (徐匯區財政局採管辦), respectively. Since September 2020, Ms. Gu acted as the director of finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to Budgetary Section of Xuhui District Finance Office (徐匯區財政局預算科). She was appointed as an executive Director by the Company on 7 July 2021. In addition, since July 2019, Ms. Gu has been appointed as an executive director of China Tower Corporation Limited (a company listed on the Stock Exchange, stock code: 788), and is currently a member of the Strategy Committee and the Connected Transactions Committee.

Ms. Gu shall hold office in the Company for a term of three years commencing from 7 July 2021, no contract of service will be entered into between the Company and Ms. Gu and she has not received and will not receive any salary or other emoluments and/or benefits in respect of her services as a Director. Ms. Gu will also be subject to retirement by rotation and re-election in accordance with the Articles of Association. The Board is not aware of any other matters in relation to Ms. Gu that need to be brought to the attention of the Shareholders.

Save as disclosed above, Ms. Gu 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. Ms. Gu 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, she does not have interest in Shares within the meaning of Part XV of the SFO.

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 Ms. Gu.

SUPERVISORS**Mr. Yang Qing**

Mr. Yang Qing (“Mr. Yang”), aged 47, a Supervisor of the Company, graduated from Economic Management Institute of Northeast Forestry University with a master degree of management. He is a senior accountant and a non-practicing member of Chinese Institute of Certified Public Accountants. From 2003 to 2005, he worked in Sinoceramics, Inc. (上海聯能科技有限公司) as the manager of finance department. From 2005 to 2012, he worked in Shanghai Future Broadband Technology and Applied Engineering Research Centre Co., Ltd. (上海未來寬頻技術及應用工程研究中心有限公司) as its director, vice general manager and financial controller. From December 2010, he worked in Xinyu Timu Investment Management Co., Ltd. (新餘梯睦投資管理有限公司) as a supervisor. From September 2015 to May 2018, he worked in Xinyu Future Broadband Technology Co., Ltd. (新餘未來寬頻技術有限公司) as an executive director, general manager and legal representative. From 2018, he worked in Zhongdianke Microwave Communication (Shanghai) Co., Ltd. (中電科微波通信(上海)股份有限公司), Shanghai Yangpu Financing Guarantee Co., Ltd. (上海楊浦融資擔保有限公司) and Shanghai Jinkai Financing Guarantee Co., Ltd. (上海金開融資擔保有限公司) as a supervisor. He was appointed as a Supervisor by the Company on 7 July 2020.

Mr. Yang shall hold office in the Company for a term of three years commencing from 7 July 2020, no contract of service will be entered into between the Company and Mr. Yang and he has not received and will not receive any salary or other emoluments and/or benefits in respect of his services as a Supervisor. The Board is not aware of any other matters in relation to Mr. Yang that need to be brought to the attention of the Shareholders.

Save as disclosed above, Mr. Yang 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. Mr. Yang 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.

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

Ms. Pan Li

Ms. Pan Li, (“Ms. Pan”), aged 34, graduated from Shanghai University of Finance and Economics with double bachelor degrees of economics (quantitative economics) and accounting, and Ms. Pan graduated from Shanghai Jiao Tong University with a master degree of public management. From July 2014 to May 2019 and from May 2019 to August 2019, Ms. Pan acted as the first-class clerk in finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to administrative business finance department of Xuhui District Finance Bureau) and finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to asset management department of Xuhui District Finance Bureau) respectively. Since September 2019, Ms. Pan acted as the deputy director of finance department of Xuhui District Finance Bureau (徐匯區財政局財政所)(seconded to asset management department of Xuhui District Finance Bureau). She was appointed as a Supervisor by the Company on 7 July 2020.

Ms. Pan shall hold office in the Company for a term of three years commencing from 7 July 2020, no contract of service will be entered into between the Company and Ms. Pan and she has not received and will not receive any salary or other emoluments and/or benefits in respect of her services as a Supervisor. The Board is not aware of any other matters in relation to Ms. Pan that need to be brought to the attention of the Shareholders.

Save as disclosed above, Ms. Pan 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. Ms. Pan does not have any relationship with any other directors, supervisors, chief executives, senior management, substantial shareholders, controlling shareholders management shareholders of the Company or any of its subsidiaries or close associates 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.

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



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 2022 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 2023 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 2022;
2. To consider and approve the report of the Supervisory Committee for the year 2022;
3. To consider and approve the audited consolidated financial statements and auditor's report for the year ended 31 December 2022;
4. To consider and approve the dividend distribution proposal for 2022;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for 2022;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for 2023 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 2023 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. Shuai Ge as an executive Director, for a term of three years effective from 7 July 2023; (b) the re-election of Mr. Shang Ling as an executive Director, for a term of three years effective from 7 July 2023; and (c) the re-election of Ms. Gu Xiaomin as an executive Director, for a term of three years effective from 7 July 2023;
9. To consider and approve re-election of Mr. Yang Qing and Ms. Pan Li as Supervisors, for a term of three years effective from 7 July 2023;
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, 31 March 2023

Notes:

1. The register of members of the Company will be closed from 20 May 2023 to 20 June 2023 (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 2023 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 19 May 2023.
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 Jiaoda 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