
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)

PROPOSED APPOINTMENT OF DIRECTOR, PROPOSED APPOINTMENT OF SUPERVISOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM 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 18 August 2023 at 2:00 p.m. is set out on pages 8 to 9 of this circular. The form of proxy is also enclosed. Whether or not you are able to attend and vote at the EGM, 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 EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the EGM 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.

5 July 2023

* For identification purpose only

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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:

“EGM”	the extraordinary 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 18 August 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;

* *For identification purpose only*

DEFINITIONS

“Latest Practicable Date”	30 June 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. Hu Lunjie
Ms. Gu Xiaomin
Mr. Sun Jingchen

Legal address:

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

Independent non-executive Directors:

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

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

5 July 2023

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF DIRECTOR, PROPOSED APPOINTMENT OF SUPERVISOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for the approvals of (i) the proposed appointment of the Director; and (ii) the proposed appointment of Supervisor.

* For identification purpose only

LETTER FROM THE BOARD

2. APPOINTMENT OF DIRECTOR

Mr. Shang Ling resigned as executive Director due to personal health reason with effect from 30 June 2023. The Board nominates Ms. Cao Zhen as the candidate for executive Director. Ms. Cao Zhen is not an existing executive Director or an independent non-executive Director, and she agreed to be nominated as a candidate.

In this respect, an ordinary resolution will be proposed at the forthcoming EGM to appoint Ms. Cao Zhen as an executive Director.

Brief biographical detail of the Director proposed for appointment is set out in Appendix I to this circular.

3. APPOINTMENT OF SUPERVISOR

Ms. Pan Li resigned as Supervisor of the Company due to other business development with effect from 18 August 2023. The Board nominates Ms. Sun Yunyun as the candidate for Supervisor. Ms. Sun Yunyun is not an existing Supervisor, and she has agreed to be nominated as a candidate.

In this respect, an ordinary resolution will be proposed at the forthcoming EGM to appoint Ms. Sun Yunyun as a Supervisor.

Brief biographical detail of the Supervisor proposed for appointment is set out in Appendix I to this circular.

4. EXTRAORDINARY GENERAL MEETING

The notice convening the EGM is set out on pages 8 to 9 of this circular. Ordinary resolutions will be proposed at the EGM to approve, *inter alia*, the appointment of Director and Supervisor.

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 EGM 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 EGM.

LETTER FROM THE BOARD

6. ACTION TO BE TAKEN

The form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, 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 EGM 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 EGM or any adjourned meeting (as the case may be) should you so wish.

7. RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions referred to in 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 EGM.

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

* *For identification purpose only*

LIST OF CANDIDATE

The candidate for Director recommended by the Board for appointment at the EGM and any candidate recommended by the Board and the Supervisory Board of the Company for appointment at the EGM is set out below:

DIRECTOR**Ms. Cao Zhen**

Ms. Cao Zhen (“Ms. Cao”), aged 54, graduated from Shanghai Jiao Tong University. Ms. Cao is the vice president of the Company, in charge of the Company’s Smart IoT Business Division. Ms. Cao had worked in various positions including 上海交大科外系語言所 (Shanghai Jiaoda Ke Wai System Language Centre) as an engineer, 上海天明科技有限公司 as a manager, 上海瀚英實業發展有限公司 (Shanghai Han Ying Industrial Development Company Limited) as a manager, the general manager of Network Integration Centre (網絡集成中心) of the Company. Ms. Cao was appointed by the Company in May 2005.

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

An ordinary resolution will be proposed at the EGM to appoint Ms. Cao as an executive Director of the Company for a period of three years effective from 18 August 2023. No service contract will be entered between the Company and Ms. Cao and she has not received and will not receive any salary or other remuneration and/or benefits as an executive 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 Ms. Cao.

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. Cao.

SUPERVISOR**Ms. Sun Yunyun**

Ms. Sun Yunyun (“Ms. Sun”), aged 35, graduated and obtained a bachelor’s degree from Antai College of Economics and Management, Shanghai Jiao Tong University in 2011. Since August 2020, she has been serving as a level I staff member in the Finance Office of the Finance Bureau of Xuhui District (seconded to the Enterprise Section of the Finance Bureau of Xuhui District).

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

An ordinary resolution will be proposed at the EGM to appoint Ms. Sun as a supervisor of the Company for a period of three years effective from 18 August 2023. No service contract will be entered between the Company and Ms. Sun and she has not received and will not receive any salary or other remuneration and/or benefits as a Supervisor. 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 Ms. Sun.

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. Sun.



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 extraordinary general meeting (“EGM”) 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 18 August 2023 at 2:00 p.m. for the following purpose:

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

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Ms. Cao Zhen as an executive Director, for a term of three years effective from 18 August 2023.
2. To consider and approve the appointment of Ms. Sun Yunyun as a Supervisor, for a term of three years effective from 18 August 2023.

By Order of the Board

Shanghai Jiaoda Withub Information Industrial Company Limited*

Chang Jiang

Chairman

Shanghai, the PRC, 5 July 2023

* *For identification purpose only*

APPENDIX II NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from 19 July 2023 to 18 August 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 18 August 2023 will be entitled to attend and vote at the EGM. 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 18 July 2023.
2. Any holder of H shares and domestic shares entitled to attend and vote at the EGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the EGM 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 EGM 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 EGM or any adjournment thereof.
4. The EGM 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