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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)

**SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular and the notice of the extraordinary general meeting (the “Original Notice”) of board (the “Board”) of directors (the “Directors”) of 上海交大慧谷信息產業股份有限公司 (Shanghai Jiaoda Withub Information Industrial Company Limited*) (the “Company”) dated 5 July 2023 which sets out the resolutions to be considered by shareholders of the Company (the “Shareholders”) at the extraordinary general meeting 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. (the “EGM”).

POSTPONEMENT OF THE EGM

The Board considered and approved the Proposal on Postponement of the EGM. The Board has resolved that the EGM will be postponed to be held at 2:00 p.m. on 4 September 2023. The venue of the EGM will remain unchanged at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC.

EXTENSION OF BOOK CLOSURE PERIOD OF REGISTER OF MEMBERS

In order to determine the shareholders who are entitled to attend the EGM, the register of members for shares was originally scheduled to be closed from 19 July 2023 to 18 August 2023, both days inclusive, during which period no transfer of shares will be effected. Due to the postponement of the EGM, the last date for closure of the register of members of shares will be extended from 18 August 2023 to 4 September 2023, the last day inclusive.

RESIGNATION OF EXECUTIVE DIRECTOR

The board announces that Mr. Chang Jiang (“Mr. Chang”) resigned as an executive Director, Chairman, member of remuneration committee, chairman of nomination committee, compliance officer and corporate legal representative with effect from 4 September 2023 due to other business commitment.

Mr. Chang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange. The Board would like to take this opportunity to thank Mr. Chang for his contribution to the Company during his tenure of office.

Reference is made to the announcement dated 30 June 2023 which sets out the resignation of Mr. Shang Ling (“Mr. Shang”) as an executive Director and chief executive of the Company with effect from 30 June 2023 due to his personal health reason.

Mr. Shang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange. The Board would like to take this opportunity to thank Mr. Shang for his contribution to the Company during his tenure of office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board nominated Mr. Zhang Xiaobo (“Mr. Zhang”) as a candidate for executive Director, Chairman, member of remuneration committee, chairman of nomination committee, compliance officer and corporate legal representative. Mr. Zhang is neither an existing executive Director nor an independent non-executive Director and he has consented to be nominated as a candidate.

The term of his appointment in the Company will be three years from 4 September 2023. Mr. Zhang 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 proposed appointment of Mr. Zhang.

Save as disclosed above, Mr. Zhang 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. Zhang 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 date of this supplemental notice, he does not have interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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 proposed appointment of Mr. Zhang.

The Board nominated Ms. Cao Zhen (“Ms. Cao”) as a candidate for executive Director. Ms. Cao is neither an existing executive Director nor an independent non-executive Director and she has consented to be nominated as a candidate.

The term of her appointment in the Company will be three years from 4 September 2023. Ms. Cao will not enter into any service contract with the Company and she 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 proposed appointment of Ms. Cao.

Save as disclosed herein, 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 close associate of any of them. As at the date of this announcement, she does not have interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

RESIGNATION OF SUPERVISOR

The Board announces that Ms. Pan Li (“Ms. Pan”) resigned as a supervisor of the Company with effect from 4 September 2023 due to other business development.

Ms. Pan has confirmed that she has no disagreement with the Board and the Supervisory Committee of the Company and there is no other matter that needs to be brought to the attention of the shareholders of the Company. The Board and the Supervisory Committee would like to take this opportunity to thank Ms. Pan for her contribution during her tenure of office.

PROPOSED APPOINTMENT OF SUPERVISOR

The Board and the Supervisory Committee of the Company nominated Ms. Sun Yunyun (孫蘊韻) (“Ms. Sun”) as a candidate for supervisor of the Company. Ms. Sun is not an existing supervisor and she has consented to be nominated as a candidate.

The term of Ms. Sun in the Company will be three years from 4 September 2023. Ms. Sun will not enter into any service contract with the Company and she is and will not be entitled to 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 proposed appointment of Ms. Sun.

Save as disclosed herein, 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 close associate of any of them. As at the date of this announcement, she does not have interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM, which will be postponed to 4 September 2023, will consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

- 1(a). To consider and approve the appointment of Mr. Zhang Xiaobo as a director of the Company for a term of three years effective from 4 September 2023.
- 1(b). To consider and approve the appointment of Ms. Cao Zhen as a director of the Company for a term of three years effective from 4 September 2023.
2. To consider and approve the appointment of Ms. Sun Yunyun as a Supervisor, for a term of three years effective from 4 September 2023.
3. To consider and approve the appointment of Mr. Zhang Xiaobo as corporate legal representative of the Company effective from 4 September 2023.

For the biographical details of Mr. Zhang Xiaobo, Ms. Cao Zhen and Ms. Sun Yunyun, please refer to the Appendix I of this supplemental notice.

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

Shanghai, the PRC, 17 August 2023

As at the date of this supplemental notice, the Board consists of:

Executive directors

Chang Jiang, Shuai Ge,
Hu Lunjie, Gu Xiaomin and Sun Jingchen

Independent non-executive directors

Yuan Shumin, Liu Feng and Zhou Guolai

Notes:

- (1) A revised form of proxy is enclosed with this supplemental notice. Whether or not you are able to attend the EGM, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as practicable and in any event not less than 24 hours before the time specified for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude the shareholders of the Company from attending and voting in person at the EGM or any adjournment thereof.
- (2) Please refer to the Original Notice for details in respect of the other resolutions to be proposed at the EGM, eligibility for attending the EGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.

APPENDIX I:

Biographical details of Mr. Zhang Xiaobo ("Mr. Zhang"), Ms. Cao Zhen ("Ms. Cao") and Ms. Sun Yunyun ("Ms. Sun") are set out below:

Zhang Xiaobo ("Mr. Zhang"), aged 50, has a master degree, and is a professor-level senior engineer. Mr. Zhang has more than 25 years of experience in engineering, and was the deputy director and chief engineer of the information research center of Shanghai Civil Affairs Bureau, the deputy director of the president's office of, and administration office director of Shanghai Guosheng(Group) Co., Ltd* (上海國盛(集團)有限公司). He is currently the deputy party secretary and president of Shanghai Guosheng Group Science and Education Investment Co., Ltd* (上海國盛集團科教投資有限公司) and the deputy party secretary and president of Shanghai Jiaoda Industrial Investment Management (Group) Co., Ltd* (上海交大產業投資管理(集團)有限公司).

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.

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).

This supplemental notice, 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental notice misleading.

This supplemental notice will remain on the “Latest Listed Company Information” page of the HKEx website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at <http://www.withub.com.cn>.

* For identification purpose only