
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, GENERAL MANDATE TO ISSUE SHARES, APPOINTMENT AND RESIGNATION OF DIRECTORS AND SUPERVISORS, 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 2025 at 2:00 p.m. is set out on pages 15 to 19 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 2025

* 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:

“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 2025 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”	22 April 2025, 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. Zhang Xiaobo (*Chairman*)

Mr. Shuai Ge (*Vice Chairman*)

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 2025

To the Shareholders

Dear Sir or Madam,

RE-ELECTION OF DIRECTORS, GENERAL MANDATE TO ISSUE SHARES, APPOINTMENT AND RESIGNATION OF DIRECTORS AND SUPERVISORS, AND NOTICE OF ANNUAL 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 AGM for the approvals of (i) the proposed re-election of the Directors, and (ii) the Issue Mandate.

* *For identification purpose only*

LETTER FROM THE BOARD

2. RE-ELECTION AND APPOINTMENT 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 will be re-elected as an executive Director for a term of three years from 7 July 2025 and is eligible for re-election.

Ms. Gu Xiaomin will be re-elected as an executive Director for a term of three years from 7 July 2025 and is eligible for re-election.

Mr. Zhou Guolai will be re-elected as an independent non-executive Director for a term of three years from 7 July 2025 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 and Ms. Gu Xiaomin as the executive Director, 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. However, all retiring Directors have indicated to the Board that they will not stand for re-election at the AGM and will retire from office as a Director with effect from the close of the AGM. All retiring Directors are not aware of any matters about the Company that need to be brought to the attention of the Shareholders.

The Board nominates Mr. Li Yan (“Mr. Li”) as the candidate for executive director and vice chairman, Mr. Ma Renchao (“Mr. Ma”) as the candidate for executive Director, Ms. Pan Mengran (“Ms. Pan”) as the candidate for executive Director, Mr. Lu Taiyi (“Mr. Lu”) as the candidate for executive Director, and Ms. Li Jing (“Ms. Li”) as the member of the audit committee, the member of the remuneration committee, the member of the nomination committee and the candidate of independent non-executive director. Mr. Li, Mr. Ma, Ms. Pan, and Ms. Li are not currently serving as executive or independent non-executive Directors and have consented to be nominated as candidates.

In this respect, an ordinary resolution will be proposed to appoint each of Mr. Li Yan, Mr. Ma Renchao, Ms. Pan Mengran and Mr. Lu Taiyi as candidates for the position of executive Directors and Ms. Li Jing as a candidate for the position of the member of the audit committee, the member of the remuneration committee, the member of the nomination committee and independent non-executive Director.

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

LETTER FROM THE BOARD

3. APPOINTMENT OF SUPERVISORS

The Supervisory Committee of the Company nominate Ms. Feng Liping (“Ms. Feng”), Ms. Huang Peirong (“Ms. Huang”), and Mr. Qin Yanming (“Mr. Qin”) as candidates for supervisors of the Company. Ms. Feng, Ms. Huang, and Mr. Qin are not currently serving as supervisors and have consented to be nominated as candidates.

Mr. Rong Yinsheng, Ms. Sun Yunyun, and Mr. Yang Qing, our external supervisors, have resigned as the external supervisors of the Company due to other business commitments, effective from 20 June 2025.

In this respect, separate ordinary resolutions will be proposed to (a) appoint Ms. Feng Liping as a Supervisor; (b) appoint Ms. Huang Peirong as a Supervisor; and (c) appoint Mr. Qin Yanming as a Supervisor at the forthcoming AGM.

Brief biographical details of the Supervisors proposed for appointment 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.

5. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on Pages 15 to 19 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.

LETTER FROM THE BOARD

6. 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.

7. 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.

8. 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

LIST OF CANDIDATES

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

DIRECTORS**Mr. Li Yan**

Mr. Li Yan (“Mr. Li”), aged 48, a university degree. He previously served at the State-owned Assets Supervision and Administration Commission of Xuhui District, Shanghai. Currently, he serves as the deputy general manager of Shanghai Xin Xuhui (Group) Company Limited.

An ordinary resolution will be proposed at the AGM to appoint Mr. Li as an executive Director and vice chairman for a term of 3 years effective from 20 June 2025. Mr. Li 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. Li shall 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. Li.

Save as disclosed above, Mr. Li 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. Li 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 the Shares of the Company 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. Li.

Mr. Ma Renchao

Mr. Ma Renchao (“Mr. Ma”), aged 52, a university graduate and an intermediate accountant. He previously served at the Changqiao Community Service Center in Xuhui District (徐匯區長橋社區服務中心) and currently serves as the deputy director of Xuhui District Financial Accounting Management Center (徐匯區財務會計管理中心).

An ordinary resolution will be proposed at the AGM to appoint Mr. Ma as an executive Director for a term of 3 years effective from 20 June 2025. Mr. Ma 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. Ma shall 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. Ma.

Save as disclosed above, Mr. Ma 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. Ma 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 the Shares of the Company 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. Ma.

Ms. Pan Mengran

Ms. Pan Mengran (“Ms. Pan”), aged 33, is a Chinese national with a master’s degree. She currently serves as the assistant general manager of the Asset Management Department at Shanghai Science and Technology Venture Investment (Group) Co., Ltd. (上海科技創業投資(集團)有限公司).

An ordinary resolution will be proposed at the AGM to appoint Ms. Pan as an executive Director for a term of 3 years effective from 20 June 2025. Ms. Pan 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. Ms. Pan shall 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 the appointment of Ms. Pan.

Save as disclosed above, Ms. Pan did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 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 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 the Shares of the Company 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. Pan.

Mr. Lu Taiyi

Mr. Lu Taiyi (“Mr. Lu”), aged 29, graduated with a bachelor’s degree from University of Shanghai for Science and Technology. He has been working in the Finance Department of the 23rd Research Institute of China Electronics Technology Group Corporation (中國電子科技集團公司) since 2017; and serving in the Corporate Management Department of Shanghai Jiaoda Industrial Investment Management (Group) Limited since 2019. Mr. Lu is currently a senior manager of the Investment Management Department (Corporate Governance Office) of Shanghai Guosheng Group Science and Education Investment Company Limited and Shanghai Jiaoda Industrial Investment Management (Group) Limited. Mr. Lu was proposed by the Company in August 2024 for appointment as an executive Director.

An ordinary resolution will be proposed at the AGM to appoint Mr. Lu as an executive Director for a term of 3 years effective from 20 June 2025. Mr. Lu 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. Lu shall 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. Lu.

Save as disclosed above, Mr. Lu 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. Lu 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 the Shares of the Company 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. Lu.

Ms. Li Jing

Ms Li Jing (“Ms. Li”), aged 58, is a professor-level senior engineer with a bachelor’s degree in computer science and a master’s degree in advanced finance and accounting. She serves as the vice chairman of the China Computer Users Association, the chairman of the Shanghai Computer Users Association, and the chief expert of the Digitalization Center at the Shanghai State-owned Assets Research Institute (上海國資研究院數字化中心). Ms. Li currently serves at Shenergy Property & Casualty Insurance Co., Ltd. (申能財產保險股份有限公司), where she oversees technological innovation and digital transformation. She has previously held positions including vice president and CTO at Yonghui Superstores Co., Ltd., CIO and head of management and information department at Shanghai Electric Group Co., Ltd., and chairman of the shared service center at Shanghai Electric Group. Ms. Li has extensive practical experience in digital transformation across industries such as finance, retail and manufacturing.

As a seasoned expert and leader in information technology and corporate management with nearly two decades of experience as a CIO in multi-billion-dollar conglomerates, Ms. Li possesses deep learning, analytical, innovative and execution capabilities. With her international management perspective and solid professional expertise, she has been awarded numerous accolades, including National and Shanghai Outstanding CIO, IT Governance and Management Practitioner, and the First Prize for Shanghai Enterprise Management Innovation.

An ordinary resolution will be proposed at the AGM to appoint Ms. Li as an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee for a term of 3 years effective from 20 June 2025. The Company will not enter into a service contract with Ms. Li, but she will entitle to an annual remuneration of RMB100,000 (as determined by the Board based on her past experience, as well as her responsibilities and duties within the Company). Ms. Li shall 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 Ms. Li.

Save as disclosed above, Ms. Li did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 years and she does not hold any other position in the Group. Ms. Li 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 the Shares of the Company 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. Li.

Ms. Li has confirmed that: (i) she meets the independence criteria as set out in Rules 5.09(1) to (8) of the GEM Listing Rules; (ii) she did not and does not have any financial or other interests in the business of the Company or its subsidiaries, and is not connected with any core connected persons of the Company (as defined in the GEM Listing Rules); and (iii) there are no other factors that could affect her independence.

SUPERVISORS

Ms. Feng Liping

Ms. Feng Liping (“Ms. Feng”), aged 50, a university degree and an intermediate accountant. Currently, she serves as the director of the audit office at Shanghai Xin Xuhui (Group) Company Limited.

An ordinary resolution will be proposed at the AGM to appoint Ms. Feng as a Supervisor for a term of 3 years effective from 20 June 2025. Ms. Feng 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. Ms. Feng shall 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 Ms. Feng.

Save as disclosed above, Ms. Feng did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 years and she does not hold any other position in the Group. Ms. Feng 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 the 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. Feng.

Ms. Huang Peirong

Ms. Huang Peirong (“Ms. Huang”), aged 35, holds a bachelor’s degree and is a junior accountant. She previously served as an auditor at the Shanghai Branch of Ruihua Certified Public Accountants LLP and as an internal audit supervisor at Cross Communication Group. She is currently a staff member at the Xuhui District Financial Accounting Management Center (徐匯區財務會計管理中心).

An ordinary resolution will be proposed at the AGM to appoint Ms. Huang as a Supervisor for a term of 3 years effective from 20 June 2025. Ms. Huang 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. Ms. Huang shall 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 Ms. Huang.

Save as disclosed above, Ms. Huang did not hold any directorship in other listed companies in Hong Kong or overseas for last 3 years and she does not hold any other position in the Group. Ms. Huang 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 the 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. Huang.

Mr. Qin Yanming

Mr. Qin Yanming (“Mr. Qin”), aged 29, holds a master’s degree and possesses qualifications as a legal professional, fund practitioner and a corporate compliance officer. He currently serves as the risk control supervisor in the compliance and risk control department at Shanghai Science & Technology Venture Capital (Group) Co., Ltd. (上海科技創業投資(集團)有限公司).

An ordinary resolution will be proposed at the AGM to appoint Mr. Mr. Qin as a Supervisor for a term of 3 years effective from 20 June 2025. Mr. Qin 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 Supervisor. Mr. Qin shall 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. Qin.

Save as disclosed above, Mr. Qin 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. Qin 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 the 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. Qin.



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 2024 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 2025 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 2024;
2. To consider and approve the report of the Supervisory Committee for the year 2024;
3. To consider and approve the audited consolidated financial statements and auditor’s report for the year ended 31 December 2024;
4. To consider and approve the dividend distribution proposal for 2024;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for 2024;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company’s auditor for 2025 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 2025 and to authorise the Directors of the Company to fix their remuneration;

* For identification purpose only

8. To consider and approve the appointment of (a) Mr. Li Yan as an executive Director; (b) Mr. Ma Renchao as an executive Director; (c) Ms. Pan Mengran as an executive Director; (d) Mr. Lu Taiyi as an executive Director; and (e) Ms. Li Jing as the member of the audit committee, the member of the remuneration committee, the member of the nomination committee and an independent non-executive Director, for a term of three years effective from 20 June 2025;
9. To consider and approve the appointment of (a) Ms. Feng Liping as a Supervisor; (b) Ms. Huang Peirong as a Supervisor; and (c) Mr. Qin Yanming as a Supervisor for a term of three years effective from 20 June 2025; and

SPECIAL RESOLUTION

10. 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 2025

Notes:

1. The register of members of the Company will be closed from 21 May 2025 to 20 June 2025 (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 2025 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 2025.
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