
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.

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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, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, APPOINTMENT AND RESIGNATION OF SUPERVISOR, PROPOSED CHANGE OF LEGAL ADDRESS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Conference Room, 8F, No. 55 Huaihai West Road, Xuhui District, Shanghai, the PRC on 22 June 2026 at 2:00 p.m. is set out on pages 54 to 58 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 8F, No. 55 Huaihai West Road, Xuhui District, 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 2026

* 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, 8F, No. 55 Huaihai West Road, Xuhui District, Shanghai, the PRC on 22 June 2026 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”	20 April 2026, 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 and Chief Executive*)
Mr. Li Yan (*Vice Chairman*)
Mr. Ma Renchao
Ms. Pan Mengran
Mr. Sun Jingchen
Mr. Lu Taiyi

Independent non-executive Directors:

Mr. Yuan Shumin
Mr. Liu Feng
Ms. Li Jing

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 2026

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO ISSUE SHARES,
PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION,
APPOINTMENT AND RESIGNATION OF
SUPERVISOR, PROPOSED CHANGE OF LEGAL
ADDRESS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC,
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, (ii) the Issue Mandate, (iii) proposed amendments to the Articles of Association, and (iv) proposed change of legal address and principal place of business in the PRC.

* For identification purpose only

LETTER FROM THE BOARD

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. Zhang Xiaobo will be re-elected as an executive Director for a term of three years from 4 September 2026 and is eligible for re-election.

Mr. Sun Jingchen will be re-elected as an executive Director for a term of three years from 20 June 2026 and is eligible for re-election.

Mr. Yuan Shumin will be re-elected as an independent non-executive Director for a term of three years from 22 June 2026 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 Ms. Li Jing, 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 Ms. Li Jing:
 - 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. Zhang Xiaobo and Mr. Sun Jingchen as the executive Director, and Mr. Yuan Shumin 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.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Zhang Xiaobo as an executive Director; (b) re-elect Mr. Sun Jingchen as an executive Director and; (c) re-elect Mr. Yuan Shumin as an independent non-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. APPOINTMENT OF SUPERVISOR

The Supervisory Committee of the Company nominates Mr. Sun Shuzhe (“Mr. Sun”) as a candidate for the Supervisor of the Company. Mr. Sun is not currently serving as the Supervisor and has consented to be nominated as a candidate.

Mr. Qin Yanming (“Mr. Qin”), our external Supervisor, has resigned as the external Supervisor of the Company due to other business commitments, with effect from 22 June 2026.

In this respect, an ordinary resolution will be proposed at the forthcoming AGM to appoint Mr. Sun Shuzhe as a Supervisor of the Company.

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

LETTER FROM THE BOARD

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. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed certain amendments to the Articles of Association. The specific amendments are as follows:

Articles of Association of Shanghai Jiaoda Withub Information Industrial Company Limited

Comparison Table Before and After Revision

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
/	“general meeting(s)” in the full text	/	Revised to “shareholders meeting” throughout the text
/	Chapter 14 Supervisory Committee	/	The entire chapter is deleted
/	Chapter 23 Procedures for Amendment of Articles of Association	/	The entire chapter is deleted
/	“supervisor(s), supervisory committee” in the full text	/	Deleted throughout the text
/	“manager” throughout the articles of association	/	The full text shall expressly refer to “general manager(s) and deputy general manager(s)”
/	“independent (non-executive) director(s)” throughout the text	/	The full text is revised to “independent director(s)”
/	“(Article ... of Mandatory Provisions)” throughout the text	/	Deleted throughout the text
/	/	/	All typos in the full text are corrected
/	Amended on “20 June 2023”	/	Amended on “22 June 2026”

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 3	2/F, Building 7, No.471 Guiping Rd., Shanghai Postcode: 200233 Telephone: (8621)-64078333	Article 3	<u>8F, No. 55 Huaihai West Road, Xuhui District, Shanghai</u> Postcode: <u>200030</u> Telephone: (8621)-64078333
Article 6	Subject to the passing by a special resolution on the Extraordinary General Meeting of the company, and after the registration be made to the relevant registration authority, the Articles of Association shall take effect. Once the Articles of Association have taken effect, it shall become a legally binding document to standardize the organization and activities of the company, the rights and obligations between the company and its shareholders, and among its shareholders.	Article 6	<p>Subject to the passing by a special resolution on the <u>extraordinary shareholders’ meeting</u> of the Company, the Articles of Association shall <u>be implemented</u>. Once the Articles of Association have taken effect, it shall become a legally binding document to standardize the organization and activities of the Company, the rights and obligations between the Company and its shareholders, and among its shareholders.</p> <p><u>To fulfill corporate social responsibility, protect the environment for sustainable development and improve work efficiency, the Company shall actively promote paperless office operations. The Company will gradually adopt electronic media that enables storage, traceability and readability for the preservation and transmission of documents such as meeting notices, meeting resolutions and meeting ballots. Such documents shall have the same legal effect as paper documents.</u></p> <p><u>The “electronic media” as referred to in the preceding paragraph includes, without limitation, email, corporate website, electronic voting systems, virtual meeting platforms, etc. Electronic communication shall comply with the relevant rules of the securities regulatory authorities of the place where the Company’s shares are listed.</u></p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 13	The company may, at any time, issue ordinary shares; the company may, in accordance with requirements and subject to approval by the company examination and approval department authorised by the State Council, issue other classes of shares.	Article 13	The Company may, at any time, issue ordinary shares; <u>the Company may establish other classes of shares as necessary in accordance with laws and regulations, as well as separate provisions of the securities regulatory authorities of the place where the Company's shares are listed.</u>
Article 15	<p>Subject to approval by the Securities Committee of the State Council, the company may issue shares to domestic and overseas investors.</p> <p>“Overseas investors” as mentioned in the preceding paragraph shall refer to investors from foreign countries or from Hong Kong, Macau and Taiwan who purchase shares issued by the company; “domestic investors” shall refer to investors within the territory of the People’s Republic of China other than the aforesaid regions who purchase shares issued by the company.</p>	Article 15	<p><u>Subject to filing with the China Securities Regulatory Commission (hereinafter also referred to as the “CSRC”)</u>, the Company may issue shares to domestic and overseas investors.</p> <p>“Overseas investors” as mentioned in the preceding paragraph shall refer to investors from foreign countries or from Hong Kong, Macau and Taiwan who purchase shares issued by the Company; “domestic investors” shall refer to investors within the territory of the People’s Republic of China other than the aforesaid regions who purchase shares issued by the Company.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 16	<p>Shares issued by the company in Renminbi to domestic investors shall be called Domestic shares. Shares issued by the Company to overseas investors and subscribed in foreign currency shall be called foreign invested shares. Foreign invested shares which are listed overseas shall be called foreign invested shares listed overseas Shares listed and traded on overseas stock exchange with approvals of issuance from the regulatory authorities authorized by the State Council and overseas securities regulatory authorities are referred to as overseas-listed shares. Subject to the approval of the competent securities authorities of the State Council, all or part of the domestic shares are convertible into overseas-listed shares, and the resulting overseas-listed shares may be listed and traded on overseas stock exchange(s). Listing of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedure, regulations and requirements of the overseas securities market. The conversion of domestic shares into foreign shares for listing and trading on foreign stock exchange(s), is not subject to the holding of a shareholders' general meeting or a class meeting for voting. The overseas-listed shares converted from domestic shares shall be of the same class with the existing overseas-listed foreign shares. Foreign currency in this Articles of Association refers to other counties' and regions' legal currencies approved by the State Administration of Foreign Exchange and payable to the Company's shares other than Renminbi.</p>	Article 16	<p>Shares issued by the company in Renminbi to domestic investors shall be called Domestic shares. Shares issued by the Company to overseas investors and subscribed in foreign currency shall be called foreign invested shares. Foreign invested shares which are listed overseas shall be called foreign invested shares listed overseas Shares listed and traded on overseas stock exchange <u>upon filing with the CSRC</u> are referred to as overseas-listed shares. <u>Subject to filing with the CSRC</u> all or part of the domestic shares are convertible into overseas-listed shares, and the resulting overseas-listed shares may be listed and traded on overseas stock exchange(s). Listing of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedure, regulations and requirements of the overseas securities market. The conversion of domestic shares into foreign shares for listing and trading on foreign stock exchange(s), is not subject to the holding of a shareholders' meeting or a class meeting for voting. The overseas-listed shares converted from domestic shares shall be of the same class with the existing overseas-listed foreign shares. Foreign currency in this Articles of Association refers to other counties' and regions' legal currencies approved by the State Administration of Foreign Exchange and payable to the Company's shares other than Renminbi.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 19	<p>Where the company has a scheme as approved by the competent securities department of the State Council to issue overseas-listed shares and Domestic shares, the board of directors of the company may implement arrangements to make separate issue.</p> <p>A scheme for the separate issue of overseas-listed shares and Domestic shares prepared by the company in accordance with the preceding paragraph may be implemented separately within fifteen (15) months from the date on which the issue scheme is approved by the China Securities Regulatory Commission.</p>	Article 19	<p>Where the company has a scheme as approved by the <u>CSRC</u> to issue overseas-listed shares and Domestic shares, the board of directors of the company may implement arrangements to make separate issue.</p> <p>A scheme for the separate issue of overseas-listed shares and Domestic shares prepared by the company in accordance with the preceding paragraph may be implemented separately within fifteen (15) months from the date on which the issue scheme is approved by the <u>CSRC</u>.</p>
Article 20	<p>If a company separately issues overseas-listed shares and Domestic shares with the total number of shares fixed in the company's issue scheme, they shall separately be subscribed in full at one time. Under special circumstances, where the total number of shares in each issue cannot be entirely subscribed in full at the one time, such shares may, subject to approval by the Securities Committee of the State Council, be issued in installments.</p>	Article 20	<p>If a company separately issues overseas-listed shares and Domestic shares with the total number of shares fixed in the company's issue scheme, they shall separately be subscribed in full at one time. Under special circumstances, where the total number of shares in each issue cannot be entirely subscribed in full at the one time, such shares may, <u>in accordance with relevant rules of the CSRC</u>, be issued in installments.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 30	<p>When reducing its registered capital, the company must prepare a balance sheet and lists of properties.</p> <p>Within ten (10) days of the resolution proposing a reduction of registered capital, the creditors shall be notified by the company and a public announcement shall be made in the press at least in three (3) times within thirty (30) days. A creditor shall, within thirty (30) days of receipt of such a notice or within ninety (90) days of the first public announcement where the creditor has not received notice, have the right to request that the company settle its claim or provide a relevant debt repayment guarantee.</p> <p>The registered capital after its reduction shall not be less than the statutory minimum amount.</p>	Article 30	<p>When reducing its registered capital, the Company must prepare a balance sheet and lists of properties.</p> <p>Within ten (10) days of the resolution proposing a reduction of registered capital, the creditors shall be notified by the Company and a public announcement shall be made in the press <u>or through the National Enterprise Credit Information Publicity System</u> within thirty (30) days. A creditor shall, within thirty (30) days of receipt of such a notice or <u>within 45 days of the announcement</u> where the creditor has not received notice, have the right to request that the Company settle its claim or provide a relevant debt repayment guarantee.</p> <p>The registered capital after its reduction shall not be less than the statutory minimum amount.</p>
Article 31	<p>In the following circumstances the company may buy back issued shares in accordance with procedures stipulated in the Articles of Association and following approval by the State Department in charge:</p> <p>(1) when canceling shares in order to reduce its capital;</p> <p>(2) when merging with other companies which hold the company's shares;</p> <p>(3) in other circumstances as stipulated in laws and statutory regulations.</p>	Article 31	<p>In the following circumstances the company may buy back issued shares in accordance with procedures stipulated in the Articles of Association:</p> <p>(1) when canceling shares in order to reduce its capital;</p> <p>(2) when merging with other companies which hold the Company's shares;</p> <p>(3) in other circumstances as stipulated in laws, <u>statutory regulations and relevant rules of the CSRC and Hong Kong Stock Exchange.</u></p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 32	<p>Subject to approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <p>(1) issue a buy back offer to all shareholders according to an equal percentage;</p> <p>(2) through means of open trading at the stock exchange;</p> <p>(3) through means of an agreement outside the stock exchange.</p>	Article 32	<p>The following methods may be adopted to buy back shares:</p> <p>(1) issue a buy back offer to all shareholders according to an equal percentage;</p> <p>(2) through means of open trading at the stock exchange;</p> <p>(3) through means of an agreement outside the stock exchange.</p>
Article 40	<p>A share certificate shall be signed by the chairman of the board of directors. If the stock exchange where the company's shares are listing requests that other senior management shall sign the share certificates, a share certificate shall also be signed by those senior management as requested. A share certificate shall only become valid after it is affixed with the company seal or with the company seal in a printed format. That all the share certificates under the company seal or with the company seal in a printed format shall be affixed with the authority of the board of directors. Printed format may also be adopted for the signature of the chairman of the board of directors or other senior management on a share certificate.</p>	Article 40	<p>A share certificate shall be signed by the chairman of the board of directors. If the stock exchange where the Company's shares are listing requests that other senior management shall sign the share certificates, a share certificate shall also be signed by those senior management as requested. A share certificate shall only become valid after it is affixed with the company seal or with the company seal in a printed format. That all the share certificates under the company seal or with the company seal in a printed format shall be affixed with the authority of the board of directors. Printed format may also be adopted for the signature of the chairman of the board of directors or other senior management on a share certificate.</p> <p><u>The Company's shares may also be issued and traded in paperless form. Under the conditions of paperless issuance and trading, the separate provisions of the securities regulatory authority of the place where the Company's shares are listed shall apply.</u></p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 42	<p>In accordance with the mutual understanding and agreement reached between the Securities Committee of the State Council and the overseas securities supervision authority, the original copy of a company's shareholders' register of shares listed overseas shall be maintained overseas and managed by overseas agent entrusted by the company. A duplicate copy of the company's shareholders' register of shares listed overseas shall be kept at the business premises of the company as backup. The entrusted overseas agent shall ensure the consistency of the original and duplicate copies of the shareholders' register of shares listed overseas at all times.</p> <p>In the event of a duplicate copy not being consistent with the original of a shareholders' register of shares listed overseas, the original copy shall prevail.</p>	Article 42	<p>In accordance with the mutual understanding and agreement reached between the <u>CSRC</u> and the overseas securities supervision authority, the original copy of a company's shareholders' register of shares listed overseas shall be maintained overseas and managed by overseas agent entrusted by the company. A duplicate copy of the company's shareholders' register of shares listed overseas shall be kept at the business premises of the company as backup. The entrusted overseas agent shall ensure the consistency of the original and duplicate copies of the shareholders' register of shares listed overseas at all times.</p> <p>In the event of a duplicate copy not being consistent with the original of a shareholders' register of shares listed overseas, the original copy shall prevail.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 57	<p>A general meeting of shareholders shall exercise the following powers of office:</p> <ol style="list-style-type: none"> (1) determining the company's business policies and investment plans; (2) election and replacement of directors and determining matters concerning the remuneration of directors; (3) election and replacement of supervisors who are representatives of shareholders and determining the remuneration of those supervisors; (4) discussion and approval of reports compiled by the board of directors; (5) discussion and approval of reports compiled by the supervisory committee; (6) discussion and approval of the company's annual budget and final accounting plans; (7) discussion and approval of the company's profit distribution and loss recovery plans; (8) passing resolutions on matters such as increase or reduction of the company's registered capital 	Article 57	<p>A <u>shareholders'</u> meeting of shareholders shall exercise the following powers of office:</p> <ol style="list-style-type: none"> (1) determining the Company's business policies and investment plans; (2) election and replacement of directors and determining matters concerning the remuneration of directors; (3) discussion and approval of reports compiled by the board of directors; (4) discussion and approval of reports compiled by the <u>audit committee</u>; (5) discussion and approval of the Company's annual budget and final accounting plans; (6) discussion and approval of the Company's profit distribution and loss recovery plans; (7) passing resolutions on matters such as increase or reduction of the Company's registered capital; (8) passing resolutions on matters such as company merger, demerger, dissolution or liquidation;

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	(9) passing resolutions on matters such as company merger, demerger, dissolution or liquidation;		(9) passing resolutions on the issue of corporate bonds;
	(10) passing resolutions on the issue of corporate bonds;		(10) passing resolutions on matters such as engagement of the accounting firm;
	(11) passing resolutions on matters such as engagement of the accounting firm;		(11) amending the Articles of Association;
	(12) amending the Articles of Association;		(12) discussing proposals raised by the shareholders who represent more than <u>1%</u> (including <u>1%</u>) of the Company's shareholders with voting rights;
	(13) discussing proposals raised by the shareholders who represent more than 3% (including 3%) of the company's shareholders with voting rights;		(13) any acquisition or disposal after the value of the acquisition or disposal of material assets for the last year reaches 30% or more of the latest audited total assets;
	(14) any acquisition or disposal after the value of the acquisition or disposal of material assets for the last year reaches 30% or more of the latest audited total assets;		(14) subject to the provisions of the relevant laws, regulations and the Articles of Association, decide the rights and obligations of preference shareholders, where preference shares are issued by the Company.
	(15) subject to the provisions of the relevant laws, regulations and the Articles of Association, decide the rights and obligations of preference shareholders, where preference shares are issued by the Company.		

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 59	<p>General meeting of shareholders shall be separated into annual and extraordinary meetings. A general meeting of shareholders shall be convened by the board of directors. A general meeting of shareholders shall be held once a year within six (6) months after the end of the previous financial year.</p> <p>The board of directors shall convene an extraordinary general meeting of shareholders within two (2) months in any of the following circumstances:</p> <ol style="list-style-type: none"> (1) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in the Articles of Association; (2) where the company's losses which have not yet been offset account for one-third of the total number of actual share capital; (3) where shareholders holding more than 10% (including 10%) of the issued shares of the company with voting rights make written request for the convening of an extraordinary general meeting of shareholders; (4) the board of directors believes it is necessary or the supervisory committee proposes that an extraordinary general meeting of shareholders be convened; (5) where two (2) or more independent directors request to convene an extraordinary general meeting. 	Article 59	<p><u>Shareholders' meetings</u> shall be separated into annual and extraordinary meetings. A <u>shareholders' meeting</u> shall be convened by the board of directors. A <u>annual shareholders' meeting</u> shall be held once a year within six (6) months after the end of the previous financial year.</p> <p>The board of directors shall convene an extraordinary <u>Shareholders' meetings</u> within two (2) months in any of the following circumstances:</p> <ol style="list-style-type: none"> (1) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in the Articles of Association; (2) where the Company's losses which have not yet been offset account for one-third of the total number of actual share capital; (3) where shareholders holding more than 10% (including 10%) of the issued shares of the Company with voting rights make written request for the convening of an extraordinary <u>shareholders' meeting</u>; (4) the board of directors believes it is necessary or the <u>audit committee</u> proposes that an extraordinary <u>shareholders' meeting</u> be convened; (5) where two (2) or more independent directors request to convene an extraordinary <u>shareholders' meeting</u>.

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 60	<p>Except for the notice of exempt in written of all shareholders' consent, when convening an annual general meeting of shareholders, written notification shall be made to the shareholders registered in the shareholders register twenty-one (21) days (including the date of meeting but excluding the date of notice issuance) before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. When the company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than 15 days before the meeting date. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting.</p> <p>The date of holding the meeting and the date of sending the notices shall not be counted in as the time of sending out notices.</p> <p>The notices sent in respect of this Article, of which the sending date shall be the day when the company or share registrar as authorised by the company sending the notice to the post office for posting, instead of five (5) days after being posted shall be deemed as received in accordance with Article 192 of this Articles of Association.</p>	Article 60	<p>Except for the notice of exempt in written <u>(including by electronic means)</u> of all shareholders' consent, when convening an annual shareholders' meeting of shareholders, written notification <u>(including by electronic means)</u> shall be made to the shareholders registered in the shareholders register twenty-one (21) days (including the date of meeting but excluding the date of notice issuance) before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. When the Company convenes an extraordinary shareholders' meeting, a written notice <u>(including by electronic means)</u> to notify all registered shareholders must be given no later than 15 days before the meeting date. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting.</p> <p><u>The Company shall also provide virtual meeting technology, enabling shareholders to attend meetings virtually and to listen, speak and vote electronically. Shareholders participating in shareholders' meetings through the aforementioned means shall be deemed present, with the same legal effect as physical attendance.</u></p> <p><u>The "virtual meeting technology" as mentioned in the preceding paragraph means technology that allows any person to listen, speak and vote at a meeting without being physically present at the designated venue. Where a shareholders' meeting is held using virtual meeting technology, the meeting notice shall specify the virtual meeting technology adopted and the means of access.</u></p> <p>The date of holding the meeting and the date of sending the notices shall not be counted in as the time of sending out notices.</p> <p>The notices sent in respect of this Article, of which the sending date shall be the day when the Company or share registrar as authorised by the Company sending the notice to the post office for posting, instead of five (5) days after being posted shall be deemed as received in accordance with Article <u>183</u> of this Articles of Association.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 61	<p>The board of directors, the supervisory committee and the shareholder(s) individually or aggregately holding more than 3% of the shares of the company may put forward written additional proposals to the shareholders' general meeting. The shareholders that severally or jointly hold more than 3% of the company's shares may raise interim proposals and notify them in writing to the convener ten days prior to the general meeting. The convener shall issue a supplemental notice of the general meeting within two days after receipt of such proposal. The contents of such additional proposals shall fall within the scope of the shareholder's general meeting and such proposals shall have clear and specific topics for discussion and comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.</p> <p>Save for in the circumstances mentioned in the preceding paragraphs, no amendment to the proposals or additional proposals shall be made after the notice convening a general meeting is delivered.</p> <p>No proposal which has not been set out in the notice of the general meeting or is not in compliance with the requirement under this Article shall be considered and decided at the general meeting.</p>	Article 61	<p>The board of directors, <u>the audit committee</u> and the shareholder(s) individually or aggregately holding more than <u>1%</u> of the shares of the Company may put forward written additional proposals to the shareholders' meeting. The shareholders that severally or jointly hold more than <u>1%</u> of the Company's shares may raise interim proposals and notify them in writing to the convener ten days prior to the <u>shareholders'</u> meeting. The convener shall issue a supplemental notice of the <u>shareholders'</u> meeting within two days after receipt of such proposal. The contents of such additional proposals shall fall within the scope of the shareholder's meeting and such proposals shall have clear and specific topics for discussion and comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.</p> <p>Save for in the circumstances mentioned in the preceding paragraphs, no amendment to the proposals or additional proposals shall be made after the notice convening a <u>shareholders'</u> meeting (including by electronic means) is delivered.</p> <p>No proposal which has not been set out in the notice of the <u>shareholders'</u> meeting or is not in compliance with the requirement under this Article shall be considered and decided at the <u>shareholders'</u> meeting.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 63	<p>The notice of a shareholders' general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> (1) It shall be made in writing; (2) specify the location, date and time of the meeting; (3) state those matters to be discussed at the meeting; (4) provide the shareholders with data and explanations necessary in order to make informed decisions on those matters to be discussed; this shall include (but not be restricted to) providing detailed conditions and contracts (if such exist) on deals to be conducted and proper explanation of consequences where the company proposes a merger, buy back of shares, share capital restructure or other reorganisation; (5) if any director, supervisor, manager or other senior management is an interested party to a matter to be discussed at the meeting, the nature and degree of that interest shall be disclosed; if a matter to be discussed impacts upon such a director, supervisor, manager or other senior management in their capacity as shareholders and such impact differs to the impact on other shareholders holding the same classes of shares, such difference shall be explained; 	Article 63	<p>The notice of a shareholders' meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> (1) It shall be made in writing (<u>including by electronic means</u>); (2) specify the location, date and time of the meeting; (3) state those matters to be discussed at the meeting; (4) provide the shareholders with data and explanations necessary in order to make informed decisions on those matters to be discussed; this shall include (but not be restricted to) providing detailed conditions and contracts (if such exist) on deals to be conducted and proper explanation of consequences where the Company proposes a merger, buy back of shares, share capital restructure or other reorganisation; (5) if any director, general manager, deputy general manager or other senior management is an interested party to a matter to be discussed at the meeting, the nature and degree of that interest shall be disclosed; if a matter to be discussed impacts upon such a director, general manager, deputy general manager or other senior management in their capacity as shareholders and such impact differs to the impact on other shareholders holding the same classes of shares, such difference shall be explained;

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Existing articles		Revised articles	
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	(6) include the full text of any special resolution to be passed at the meeting;		(6) include the full text of any special resolution to be passed at the meeting;
	(7) unequivocally state in clear language that a shareholder with the right to attend the meeting and to vote shall be entitled to entrust one or more agents to attend the meeting and to vote on behalf of that shareholder, and that the agent(s) of that shareholder need not necessarily be shareholder(s);		(7) unequivocally state in clear language that a shareholder with the right to attend the meeting and to vote shall be entitled to entrust one or more agents to attend the meeting and to vote on behalf of that shareholder, and that the agent(s) of that shareholder need not necessarily be shareholder(s);
	(8) state clearly the place and date by which a letter of proxy for voting shall be received.		(8) state clearly the place and date by which a letter of proxy for voting shall be received;
			(9) <u>Virtual meeting technology and access methods (if applicable).</u>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 64	<p>Unless otherwise provided in these Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by postage-prepared mail, the recipient's address shall be the address as shown in the register of shareholders of the company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The aforesaid public announcement shall, before twenty-one (21) days before the commencement of the annual general meeting or fifteen (15) days before the commencement of the extraordinary general meeting, be published in one or several newspapers designated by the Securities Committee of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all domestic shareholders.</p>	Article 64	<p>Unless otherwise provided in these Articles of Association, the notice of a <u>shareholders'</u> meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by postage-prepared mail <u>or electronically</u>, the recipient's address shall be the address as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The aforesaid public announcement shall, before twenty-one (21) days before the commencement of the annual <u>shareholders'</u> meeting or fifteen (15) days before the commencement of the extraordinary <u>shareholders'</u> meeting, be published in one or several newspapers <u>that meet the conditions specified by the CSRC</u>. Once a public announcement has been made, this shall be regarded as notice received by all domestic shareholders.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 72	<p>Resolutions of general meeting of shareholders shall be divided into ordinary and special resolutions.</p> <p>An ordinary resolution at a general meeting shall require the approval of more than half of the shareholders that have voting rights (including their agents) who are present at the meeting in order to be valid.</p> <p>A special resolution at a general meeting shall require the approval of more than two-thirds of the shareholders that have voting rights (including their agents) who are present at the meeting in order to be valid.</p> <p>Shareholders who attend the meeting (including their agents) shall clearly show their approval or objection in respect of every matter that needs to be voted for; abstaining the voting rights or abstained from voting shall not be regarded as valid votes while the company's counting the result.</p>	Article 72	<p>Resolutions of <u>shareholders' meetings</u> shall be divided into ordinary and special resolutions.</p> <p>An ordinary resolution at a <u>shareholders' meeting</u> shall require the approval of more than half of the shareholders that have voting rights (including their agents) who are present at the meeting in order to be valid.</p> <p>A special resolution at a <u>shareholders' meeting</u> shall require the approval of more than two-thirds of the shareholders that have voting rights (including their agents) who are present at the meeting in order to be valid.</p> <p>Shareholders who attend the meeting (including their agents) shall clearly show their approval or objection in respect of every matter that needs to be voted for; abstaining the voting rights or abstained from voting shall not be regarded as valid votes while the Company's counting the result.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 74	<p>The shareholders' meeting shall vote by show of hands unless the listing rules of the stock exchanges on which the shares of the company are listed require otherwise or the following persons requested for voting by poll before or after the voting by show of hands:</p> <ol style="list-style-type: none"> (1) the chairman of the meeting; (2) at least two shareholders with voting rights or their proxies; or (3) one or several shareholders (including proxies) holding totally or separately 10% or more of the shares carrying the right to vote at the meeting. <p>Unless somebody proposes voting by ballot, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by raising hand, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.</p> <p>The demand for a vote by ballot may be withdrawn by the person who made it.</p> <p>Shareholders shall have the rights to speak and vote at the shareholders' meeting, except that an individual shareholder shall abstain from voting on the individual matters in accordance with these Articles of Association or the rules of a stock exchange governing the listing of shares of the Company.</p>	Article 74	<p>The shareholders' meeting shall vote by show of hands unless the listing rules of the stock exchanges on which the shares of the Company are listed require otherwise or the following persons requested for voting by poll before or after the voting by show of hands:</p> <ol style="list-style-type: none"> (1) the chairman of the meeting; (2) at least two shareholders with voting rights or their proxies; or (3) one or several shareholders (including proxies) holding totally or separately 10% or more of the shares carrying the right to vote at the meeting. <p>Unless somebody proposes voting by ballot, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by raising hand, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.</p> <p>The demand for a vote by ballot may be withdrawn by the person who made it.</p> <p>Shareholders shall have the rights to speak and vote at the shareholders' meeting, except that an individual shareholder shall abstain from voting on the individual matters in accordance with these Articles of Association or the rules of a stock exchange governing the listing of shares of the Company.</p> <p><u>When the Company convenes a shareholders' meeting by means of virtual meeting technology or provides shareholders with electronic voting channels, votes cast by shareholders through such electronic means shall have the same legal effect as on-site voting.</u></p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 92	<p>When convening a class meeting, the company shall issue a written notice to notify that class of registered shareholders of those matters to be discussed at the meeting and of the date and location of the meeting before twenty-one (21) days before the commencement of the annual general meeting or fifteen (15) days before the commencement of the extraordinary general meeting.</p> <p>The date of holding the meeting and the date of sending out the notices shall not be counted in the time of having sent the notices.</p>	Article 92	<p>When convening a class meeting, the Company shall issue a written notice <u>(including by electronic means)</u> to notify that class of registered shareholders of those matters to be discussed at the meeting and of the date and location of the meeting before twenty-one (21) days before the commencement of the annual <u>shareholders' meeting</u> or fifteen (15) days before the commencement of the extraordinary <u>shareholders' meeting</u>.</p> <p>The date of holding the meeting and the date of sending out the notices shall not be counted in the time of having sent the notices.</p>
Article 97	<p>The company shall establish a board of directors. The board of directors comprises of no more than fifteen (15) members.</p>	Article 97	<p>The company shall establish a board of directors. <u>The board of directors shall consist of 9 directors, including 6 executive directors and 3 independent directors. Among them, Shanghai Jiada Industrial Investment Management (Group) Limited shall have the right to nominate 3 executive directors, Shanghai Xin Xuhui (Group) Company Limited shall have the right to nominate 1 executive director, Shanghai Huixin Investment Operation Company Limited shall have the right to nominate 1 executive director; and Shanghai Technology Venture Capital Management Company Limited shall have the right to nominate 1 executive director.</u></p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 98	<p>Directors shall be elected by a general meeting. The term of appointment of a director shall be three (3) years. If the term of appointment of a director expires and he/she is re-elected, that director may be reappointed for consecutive terms. The candidates of the first board of directors shall be nominated by the promoter and shall be elected in the meeting regarding the incorporation of the Company. A director's term of office shall start on the date of being elected. If, upon the expiry of a director's term of office, a new director cannot be elected on a timely basis, or the resignation of any director during term of office causes the number of directors to fall below the minimum statutory quorum of directors, such director shall continue to perform his/her office in accordance with the law, regulations and the Article of Association. At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every director (including those appointed for a specific term or holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. The retiring directors shall be eligible for re-election. The retiring directors may fill in the casual vacancy in the annual general meetings of the Company.</p> <p>Any director appointed either to fill in a casual vacancy or as an additional director to the Board shall hold office until the next following general meeting of the company, and shall then be eligible for re-election.</p> <p>A notice of intention to propose a person to be elected as a director and a notice in writing by that person of his willingness to be elected shall be given to the company for at least seven (7) days commencing no earlier than the day immediately after the dispatch of the notice of the general meeting and ending no later than seven (7) days before the date of the general meeting.</p>	Article 98	<p>Directors shall be elected by a <u>shareholders'</u> meeting. The term of appointment of a director shall be three (3) years. If the term of appointment of a director expires and he/she is re-elected, that director may be reappointed for consecutive terms. The candidates of the first board of directors shall be nominated by the promoter and shall be elected in the meeting regarding the incorporation of the Company. A director's term of office shall start on the date of being elected. If, upon the expiry of a director's term of office, a new director cannot be elected on a timely basis, or the resignation of any director during term of office causes the number of directors to fall below the minimum statutory quorum of directors, such director shall continue to perform his/her office in accordance with the law, regulations and the Article of Association. At each annual <u>shareholders'</u> meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every director (including those appointed for a specific term or holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. The retiring directors shall be eligible for re-election. The retiring directors may fill in the casual vacancy in the annual <u>shareholders'</u> meetings of the Company.</p> <p>Any director appointed either to fill in a casual vacancy or as an additional director to the Board shall hold office until the next following <u>shareholders'</u> meeting of the Company, and shall then be eligible for re-election.</p> <p>A notice of intention to propose a person to be elected as a director and a notice in writing by that person of his willingness to be elected shall be given to the Company for at least seven (7) days commencing no earlier than the day immediately after the dispatch of the notice of the <u>shareholders'</u> meeting and ending no later than seven (7) days before the date of the <u>shareholders'</u> meeting.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>A chairman and vice-chairman shall be elected or recalled by the board of directors which represents more than half of board of directors. The term of appointment of a chairman, vice-chairman and directors shall be three (3) years and they may be reappointed for consecutive terms if re-elected.</p> <p>Subject to the provisions of the relevant laws and administrative regulations, the general meeting shall have the power by ordinary resolution to remove any director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).</p> <p>The chairman and executive director may assume the office of general manager, deputy manager or any other senior management staff of the Company (except the office of supervisor). A director shall not be required to hold the Company's shares.</p> <p>Independent directors shall have sufficient time and the necessary knowledge and skills in order to be capable of performing their duties. In performing his duties by an independent director, the Company shall provide all the necessary information.</p>		<p>The Company shall have one chairman of the board of directors, nominated by <u>Shanghai Jiaoda Industrial Investment Management (Group) Limited</u>, and one vice chairman of the board of directors, nominated by <u>Shanghai Xin Xuhui (Group) Company Limited</u>. A chairman and vice-chairman shall be elected or recalled by the board of directors which represents more than half of board of directors. The term of appointment of a chairman, vice-chairman and directors shall be three (3) years and they may be reappointed for consecutive terms if re-elected.</p> <p>Subject to the provisions of the relevant laws and administrative regulations, the <u>shareholders'</u> meeting shall have the power by ordinary resolution to remove any director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).</p> <p>The chairman and executive director may assume the office of general manager, deputy manager or any other senior management staff of the Company (except the office of supervisor). A director shall not be required to hold the Company's shares.</p> <p>Independent directors shall have sufficient time and the necessary knowledge and skills in order to be capable of performing their duties. In performing his duties by an independent director, the Company shall provide all the necessary information.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 99	<p>As the company's executive body, the board of directors shall be responsible to the general meeting and shall exercise the following powers of office:</p> <ol style="list-style-type: none"> (1) responsible for convening general meeting and to report to those meetings on work matters; (2) adoption of resolutions passed by a general meeting; (3) determination of the company's business plans and investment plan; (4) formulation of the company's annual budget and financial plan; (5) formulation of the company's profit distribution and loss recovery plans; (6) formulation of the company's registered capital expansion or reduction plans and corporate bond issue plans; (7) drafting of plans on such matters as company merger, demerger or dissolution; (8) determination of the internal administrative structure of the company; (9) appointment of and dismissal of the company's manager, appointment and dismissal of the company's deputy manager and chief financial officer and determination of their remuneration; appointment of or changing of members of board of directors and supervisory committee from wholly owned subsidiary, appointment of, changing of or recommendation of shareholders representatives, directors, supervisors of subsidiaries and associate companies. 	Article 99	<p>As the Company's executive body, the board of directors shall be responsible to the <u>shareholders' meeting</u> and shall exercise the following powers of office:</p> <ol style="list-style-type: none"> (1) responsible for convening <u>shareholders' meeting</u> and to report to those meetings on work matters; (2) adoption of resolutions passed by a <u>shareholders' meeting</u>; (3) determination of the Company's business plans and investment plan; (4) formulation of the Company's annual budget and financial plan; (5) formulation of the Company's profit distribution and loss recovery plans; (6) formulation of the Company's registered capital expansion or reduction plans and corporate bond issue plans; (7) drafting of plans on such matters as company merger, demerger or dissolution; (8) determination of the internal administrative structure of the Company; (9) appointment of and dismissal of the Company's manager, appointment and dismissal of the Company's deputy manager and chief financial officer and determination of their remuneration; appointment of or changing of members of board of directors and supervisory committee from wholly owned subsidiary, appointment of, changing of or recommendation of shareholders representatives, directors, supervisors of subsidiaries and associate companies.

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>(10) formulation of the company's general management system;</p> <p>(11) formulation of a plan for the amendment of the Articles of Association;</p> <p>(12) subject to the related laws, statutory regulations and this Articles of Association, execute the company's financing rights and loan rights, decide company substantial assets' mortgage, rent, contracting or transfer, and authorise general manager(s), deputy general manager(s) to execute rights in this clause within a certain scope;</p> <p>(13) planning for the company's substantial acquisition or disposal;</p> <p>(14) other powers being granted in general meeting and the Articles of Association.</p> <p>When the board of directors proposes resolutions on the aforesaid matters, apart from resolutions on matters in items (6), (7) and (11) which must be approved by more than two-thirds majority of the directors, resolutions on other matters may be approved by more than half of directors.</p> <p>Resolutions of the board of directors in relation to connected transactions of the company shall take effect only after the signing by the independent (non-executive) directors.</p>		<p>(10) formulation of the Company's general management system;</p> <p>(11) formulation of a plan for the amendment of the Articles of Association;</p> <p>(12) subject to the related laws, statutory regulations and this Articles of Association, execute the Company's financing rights and loan rights, decide the Company's substantial assets' mortgage, rent, contracting or transfer, and authorise general manager(s), deputy general manager(s) to execute rights in this clause within a certain scope;</p> <p>(13) planning for the Company's substantial acquisition or disposal;</p> <p>(14) other powers being granted in <u>shareholders'</u> meeting and the Articles of Association.</p> <p>When the board of directors proposes resolutions on the aforesaid matters, apart from resolutions on matters in items (6), (7) and (11) which must be approved by more than two-thirds majority of the directors, resolutions on other matters may be approved by more than half of directors.</p> <p>Resolutions of the board of directors in relation to connected transactions of the Company shall take effect only after the signing by the independent directors.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 103	<p>Meetings of the board of directors shall be held at least four times per annum, to be convened by the chairman of the board of directors who shall notify all the directors ten (10) to fourteen (14) days before the date of such meetings. Shareholders holding more than one-tenth of the shares carrying voting rights, or more than one-third of the Board of Directors or the Supervisory Committee may propose to convene an extraordinary board meeting (see Article 104 for further requirement on notice of meeting). Chairman shall convene and preside over the extraordinary board meeting within ten (10) days upon receipt of the request.</p> <p>Expenses involved by the directors in relation to his attendance at the meeting of the board of directors shall be borne by the company. Such expenses include travelling expenses from the place of the directors to the place holding the meeting, and accommodation during the period of the meeting. Rental expense of the venue of the meeting and reimbursement such as local travelling expense shall also be borne by the Company.</p> <p>“Meetings of the board of directors” refers to meetings that directors attend in person (including the aforesaid method of Article 104(6)), instead of the aforesaid method of Article 104(7).</p>	Article 103	<p>Meetings of the board of directors shall be held at least four times per annum, to be convened by the chairman of the board of directors who shall notify <u>(including by electronic means)</u> all the directors ten (10) to fourteen (14) days before the date of such meetings. Shareholders holding more than one-tenth of the shares carrying voting rights, or more than one-third of the board of directors or the <u>audit committee</u> may propose to convene an extraordinary board meeting (see Article 104 for further requirement on notice of meeting). Chairman shall convene and preside over the extraordinary board meeting within ten (10) days upon receipt of the request.</p> <p>Expenses involved by the directors in relation to his attendance at the meeting of the board of directors shall be borne by the Company. Such expenses include travelling expenses from the place of the directors to the place holding the meeting, and accommodation during the period of the meeting. Rental expense of the venue of the meeting and reimbursement such as local travelling expense shall also be borne by the Company.</p> <p>“Meetings of the board of directors” refers to meetings that directors attend in person (including the aforesaid method of Article 104(6)), instead of the aforesaid method of Article 104(7).</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 104	<p>Notice of meetings convened by the board of directors and the extraordinary meeting of the board of directors shall be served in the following manners:</p> <p>(1) If the board of directors has fixed the time and place of the regular meetings of the board of directors in advance, sending notice of the meeting to be convened is not necessary, however the agenda of the meeting and appended documents of board of directors' meeting shall be sent to all the directors at least two days before the date of convening the intended meeting (or other deadline approved by the board of directors).</p> <p>(2) If the board of directors has not fixed the time and place of the regular meetings of the board of directors in advance or has changed the intended time and place, the general director shall instruct secretary of the board of directors to send notice of time and place of the meeting by way of teletypewriter, telegraph, fax, EMS, or specified delivery post to all the directors at least 10 to 14 days in advance.</p> <p>(3) In the case of a board of directors' meeting is needed to be convened due to an emergency, the general director shall instruct secretary of the board of directors to send notice of time and place of the interim meeting by way of teletypewriter, telegraph, fax, EMS, or specified delivery post to all the directors no less than 2 days and no more than 10 days before the meeting in advance.</p> <p>(4) The notices shall be served in Chinese and attached with English if necessary. Agenda of the meeting shall be included. Any director may waive their rights to obtain notices of the meeting of the board of directors.</p>	Article 104	<p>Notice of meetings convened by the board of directors and the extraordinary meeting of the board of directors shall be served in the following manners:</p> <p>(1) If the board of directors has fixed the time and place of the regular meetings of the board of directors in advance, sending notice of the meeting to be convened is not necessary, however the agenda of the meeting and appended documents of board of directors' meeting shall be sent to all the directors at least two days before the date of convening the intended meeting (or other deadline approved by the board of directors).</p> <p>(2) If the board of directors has not fixed the time and place of the regular meetings of the board of directors in advance or has changed the intended time and place, the general director shall instruct secretary of the board of directors to send notice of time and place of the meeting by way of teletypewriter, telegraph, fax, EMS, or specified delivery post <u>or by other electronic means</u> to all the directors at least 10 to 14 days in advance.</p> <p>(3) In the case of a board of directors' meeting is needed to be convened due to an emergency, the general director shall instruct secretary of the board of directors to send notice of time and place of the interim meeting by way of teletypewriter, telegraph, fax, EMS, or specified delivery post <u>or by other electronic means</u> to all the directors no less than 2 days and no more than 10 days before the meeting in advance.</p> <p>(4) The notices shall be served in Chinese and attached with English if necessary. Agenda of the meeting shall be included. Any director may waive their rights to obtain notices of the meeting of the board of directors.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>(5) In the case of a director attends the meeting, and no dissent of having not received the notice has been raised before or at the meeting, the notice shall be deemed as received.</p> <p>(6) The regular meetings or interim meetings of the board of directors is allowed to be convened in way of phone conference or with the help of communication facilities alike, provided that the aforesaid methods are able to ensure the communication among attending directors, such directors shall be deemed as attending in person.</p> <p>(7) The board of directors shall accept proposals in written in lieu of meetings of board of directors, however a copy of such proposals shall be sent to every director by way of specified delivery, post, telegraph or fax, if the proposals have been sent to every director and the quorum of signed directors has meet the requirement of making the decision, and sent to the secretary of the board of directors by aforesaid methods, then the proposal shall be a resolution without convening of the meeting of board of directors. However, if otherwise stipulated by the Articles of Association or the rules of Stock Exchange where the company is listing, such rules shall be abided by.</p>		<p>(5) In the case of a director attends the meeting, and no dissent of having not received the notice has been raised before or at the meeting, the notice shall be deemed as received.</p> <p>(6) The regular meetings or interim meetings of the board of directors is allowed to be convened in way of phone conference or with the help of communication facilities alike <u>or by means of other virtual meeting technology</u>, provided that the aforesaid methods are able to ensure the communication among attending directors, such directors shall be deemed as attending in person.</p> <p>(7) The board of directors shall accept proposals in written in lieu of meetings of board of directors, however a copy of such proposals shall be sent to every director by way of specified delivery, post, telegraph, fax <u>or by other electronic means</u>, if the proposals have been sent to every director and the quorum of signed directors has meet the requirement of making the decision, and sent to the secretary of the board of directors by aforesaid methods, then the proposal shall be a resolution without convening of the meeting of board of directors. However, if otherwise stipulated by the Articles of Association or the rules of Stock Exchange where the Company is listing, such rules shall be abided by.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>(8) A written consent by all the directors shall be deemed as valid as resolutions passed at a legal board of directors' meeting. Such written resolution shall comprise one document in multi copies, each shall be signed by one or more directors. The company's resolution signed by director(s) or with director(s)' name(s) sent by telegraph, teletypewriter, post, fax, or specified delivery, in respect of this Article, shall be deemed as a signed document.</p>		<p>(8) A written consent <u>(including by electronic means)</u> by all the directors shall be deemed as valid as resolutions passed at a legal board of directors' meeting. Such written resolution shall comprise one document in multi copies, each shall be signed by one or more directors. The company's resolution signed by director(s) or with director(s)' name(s) sent by telegraph, teletypewriter, post, fax, <u>other electronic means</u> or specified delivery, <u>or consented to with an electronic signature on the Company's designated electronic system,</u> in respect of this Article, shall be deemed as a signed document.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 105	<p>A meeting of the board of directors shall require more than half of the board of directors to be present in order to be convened.</p> <p>Each director shall have one voting right. Under the condition that Article 99 is abided by, resolutions proposed by the board of directors shall be passed by more than half of the board of directors in order to be valid.</p> <p>Each director shall have one vote in voting on resolutions of the board meeting.</p> <p>When more than a quarter of directors or more than two independent directors are in view of that information concerning the resolution is insufficient or proof is unclear, the board shall accept the proposal in joint name of postponement of the meeting or postponement of some of the matters to be discussed at the meeting.</p> <p>In the event that matters to be resolved at the board meeting are concerned with interests of a director, such director shall shun the matters, and shall not exercise his/her voting rights, and he shall not be counted in the director's quorum attending the meeting.</p> <p>In the event that a director is connected to companies associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she votes on behalf of other directors. The board meeting may be convened with a majority of independent directors at the board meeting. When there is less than three independent directors present at the board meeting, such matters shall be submitted to the general meeting for consideration.</p>	Article 105	<p>A meeting of the board of directors shall require more than half of the board of directors to be present in order to be convened.</p> <p>Each director shall have one voting right. Under the condition that Article 99 is abided by, resolutions proposed by the board of directors shall be passed by more than half of the board of directors in order to be valid.</p> <p>Each director shall have one vote in voting on resolutions of the board meeting.</p> <p>When more than a quarter of directors or more than two independent directors are in view of that information concerning the resolution is insufficient or proof is unclear, the board shall accept the proposal in joint name of postponement of the meeting or postponement of some of the matters to be discussed at the meeting.</p> <p>In the event that matters to be resolved at the board meeting are concerned with interests of a director, such director shall shun the matters, and shall not exercise his/her voting rights, and he shall not be counted in the director's quorum attending the meeting.</p> <p>In the event that a director is connected to companies associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she votes on behalf of other directors. The board meeting may be convened with a majority of independent directors at the board meeting. When there is less than three independent directors present at the board meeting, such matters shall be submitted to the <u>shareholders'</u> meeting for consideration.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 107	<p>Minutes of meetings of the board of directors shall be recorded on matters discussed at those meetings, the finalized minutes shall be signed by the directors and minutes takers present at the meeting. Opinion given by the independent directors shall be stated in the board resolution. Directors shall assume responsibility for any resolution passed at the board meeting. If a resolution passed by the board of directors is in violation of the law, statutory regulations or the Articles of Association so as to result in the company incurring serious losses, those directors who participated in making those resolutions shall bear liability for compensation towards the company. However, if a director is able to prove his/her objection to that resolution, and such objection has been recorded in the minutes of the meeting, that director may be exempt from liability.</p> <p>Any director shall be entitled to inspect the minutes and information of the Board and should response to any question if raised by an independent director as soon and full as possible. The minutes of the Board shall be available for inspection within any office hour upon the issuance of a reasonable notice by any director.</p> <p>The board of directors shall now and then appoint two or more directors to establish a committee or work team, and authorise the committee or work team board of directors' rights, power of office and power of discretion, the related committee and group shall act within the authorised scope while exercise power of office for board of directors, and in compliance with the regulations now and then made by the board of directors. At any time a resolution of dismissal or alteration of scope of authority of the related committee or work team shall be made by the board of directors as well.</p>	Article 107	<p>Minutes of meetings of the board of directors shall be recorded on matters discussed at those meetings, the finalized minutes shall be signed by the directors and minutes takers present at the meeting. Opinion given by the independent directors shall be stated in the board resolution. Directors shall assume responsibility for any resolution passed at the board meeting. If a resolution passed by the board of directors is in violation of the law, statutory regulations or the Articles of Association so as to result in the Company incurring serious losses, those directors who participated in making those resolutions shall bear liability for compensation towards the Company. However, if a director is able to prove his/her objection to that resolution, and such objection has been recorded in the minutes of the meeting, that director may be exempt from liability.</p> <p>Any director shall be entitled to inspect the minutes and information of the Board and should response to any question if raised by an independent director as soon and full as possible. The minutes of the Board shall be available for inspection within any office hour upon the issuance of a reasonable notice by any director.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>A quorum necessary for a meeting of the board of directors' committee or work team shall be the higher of two members thereof or more than that thereof. Articles 101 to 105 shall be applicable to the procedures and minutes of the board of directors as well as relevant committee or work team, provided that such rule has been replaced by that formulated by the board of directors pursuant to the foregoing paragraph.</p> <p>Unless otherwise stipulated by the board of directors, general manager and deputy general manager who takes no office of director may attend the meeting of board of directors and shall have rights to receive notice of such meetings and relevant documents, however, unless the general manager and deputy general manager are also directors, they shall have no rights to vote at the meeting of board of directors.</p>		<p>The board of directors shall <u>set up audit committee, remuneration committee and nomination committee, and may now and then establish other committee or work team comprising two or more directors,</u> and authorise the committee or work team board of directors' rights, power of office and power of discretion, the related committee and group shall act within the authorised scope while exercise power of office for board of directors, and in compliance with the regulations now and then made by the board of directors. At any time a resolution of dismissal or alteration of scope of authority of the related committee or work team shall be made by the board of directors as well.</p> <p><u>The audit committee shall consist of not less than three (3) members, who must all be independent directors. At least one member shall possess appropriate professional qualifications in compliance with the laws of the listing place or relevant requirements of the stock exchange, or have appropriate expertise in accounting or related financial management.</u></p> <p><u>The audit committee shall be responsible for reviewing quarterly (if applicable), half-yearly and annual results; reviewing the management of risk management and internal control systems (unless another risk committee under the board of directors or the board of directors itself explicitly handles such matters); assessing the effectiveness of the Company's internal audit function; and performing other responsibilities set out in the Corporate Governance Code, among other duties.</u></p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
			<p>The Company does not have a supervisory board or supervisors, and the audit committee shall exercise the relevant functions and powers. When exercising the functions and powers of the supervisory board, the audit committee shall be accountable to the shareholders' meeting and report relevant matters as follows:</p> <p>(1) <u>Inspecting the Company's financial affairs;</u></p> <p>(2) <u>Supervising the conduct of directors and senior management in performing their duties, and proposing the removal of directors or senior management who violate laws, administrative regulations, the Company's articles of association or resolutions of the shareholders' meeting;</u></p> <p>(3) <u>Demanding rectification by directors, the general manager, deputy general managers and other senior management when their conduct harms the interests of the Company;</u></p> <p>(4) <u>Checking financial data such as financial reports, business reports and profit distribution proposals prepared by the board of directors for submission to the shareholders' meeting, and may entrust certified public accountants or practicing auditors to conduct a re-examination on behalf of the Company in case of any doubts;</u></p> <p>(5) <u>Proposing the convening of an extraordinary shareholders' meeting, and convening and presiding over a shareholders' meeting when the board of directors fails to perform its duties of convening and presiding over shareholders' meetings as prescribed by law; submitting proposals to shareholders' meetings;</u></p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
			<p>(6) <u>Negotiating with directors and senior management on behalf of the Company, or instituting legal proceedings against directors and senior management;</u></p> <p>(7) <u>Other functions and powers prescribed by the Company's articles of association.</u></p> <p><u>Before the board of directors adopts resolutions on the following matters, such matters shall first be approved by a majority of all members of the audit committee:</u></p> <p>(1) <u>Engaging or dismissing the accounting firm engaged in the Company's audit business;</u></p> <p>(2) <u>Appointing or dismissing the person in charge of finance;</u></p> <p>(3) <u>Disclosing financial and accounting reports;</u></p> <p>(4) <u>Such other matters as prescribed by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of Hong Kong Stock Exchange, and the articles of association of the Company.</u></p> <p><u>Independent directors shall constitute a majority of the remuneration committee, and the chairman thereof shall be an independent director.</u></p> <p><u>The remuneration committee shall be responsible for formulating the remuneration policy for directors, evaluating the performance of executive directors, approving the terms of service contracts of executive directors, reviewing and/or approving matters in relation to share schemes as set out in the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, among other duties.</u></p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
			<p><u>Independent directors shall constitute a majority of the nomination committee, and the chairman of the board of directors shall serve as the chairman of the nomination committee.</u></p> <p><u>The nomination committee shall be responsible for disclosing (1) the policy on nomination of directors during the year, including the nomination procedures, selection and recommendation criteria adopted by the nomination committee for director candidates during the year, and (2) its assessment of the time commitment and contribution of each director to the board of directors and their ability to effectively perform their duties. Such assessment shall take into account the director's professional qualifications and work experience, existing directorships in companies listed on the GEM of The Stock Exchange of Hong Kong Limited, time commitment involved in other material external engagements of such director, as well as other factors or circumstances relating to the director's character, integrity, independence and experience, among others.</u></p> <p>A quorum necessary for a meeting of the board of directors' committee or work team shall be the higher of two members thereof or more than that thereof. Articles 101 to 105 shall be applicable to the procedures and minutes of the board of directors as well as relevant committee or work team, provided that such rule has been replaced by that formulated by the board of directors pursuant to the foregoing paragraph.</p> <p>Unless otherwise stipulated by the board of directors, general manager and deputy general manager who takes no office of director may attend the meeting of board of directors and shall have rights to receive notice of such meetings and relevant documents, however, unless the general manager and deputy general manager are also directors, they shall have no rights to vote at the meeting of board of directors.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 125	<p>A person may not hold the position of director, supervisor, general manager, deputy general manager or other senior management in any of the following circumstances:</p> <p>(1) the person has no civil capacity or has restricted civil capacity;</p> <p>(2) a person of less than five years has elapsed since the person was released after serving the full term of a sentence for corruption, bribery, seizure, embezzlement of property or crimes of disruption to the social economic order, or if a period of less than five years has elapsed since the person has resumed his/her political rights which were forfeited due to a criminal offences;</p> <p>(3) when the person has held the post of director, factory supervisor or manager of a company or enterprise which became bankrupt and was liquidated as a result of unsound business management and where that person has held personal responsibility for such and where a period of less than three years has elapsed since the date of the conclusion of the liquidation;</p> <p>(4) a period of less than three years has elapsed since the date of the imposition of a decision to revoke the business licence of the company or enterprise of which the person was a legal representative and who bears personal responsibility for such revocation where its business licence was revoked due to illegal business operations;</p>	Article 116	<p>A person may not hold the position of director, supervisor, general manager, deputy general manager or other senior management in any of the following circumstances:</p> <p>(1) the person has no civil capacity or has restricted civil capacity;</p> <p>(2) a person of less than five years has elapsed since the person was released after serving the full term of a sentence for corruption, bribery, seizure, embezzlement of property or crimes of disruption to the social economic order, or if a period of less than five years has elapsed since the person has resumed his/her political rights which were forfeited due to a criminal offences, <u>or not more than two years have elapsed since the date of the expiration of the probation period if probation is announced;</u></p> <p>(3) when the person has held the post of director, factory supervisor or manager of a company or enterprise which became bankrupt and was liquidated and where that person has held personal responsibility for such and where a period of less than three years has elapsed since the date of the conclusion of the liquidation;</p> <p>(4) a period of less than three years has elapsed since the date of the imposition of a decision to revoke the business licence of the Company or enterprise of which the person was a legal representative and who bears personal responsibility for such revocation where its business licence was revoked due to illegal business operations;</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
(5)	personal debts of relatively large amounts have not been repaid on time;	(5)	is listed as a dishonest person <u>subject to enforcement by the people's court</u> as personal debts of relatively large amounts have not been repaid on time;
(6)	the person has been involved in illegal activities which are subject to investigation by the judicial authorities and the case has yet to be settled;	(6)	the person has been involved in illegal activities which are subject to investigation by the judicial authorities and the case has yet to be settled;
(7)	provisions of laws and statutory regulations stipulate that the person is not permitted to assume the position of leader of an enterprise;	(7)	provisions of laws and statutory regulations stipulate that the person is not permitted to assume the position of leader of an enterprise;
(8)	the person is not a natural person;	(8)	the person is not a natural person;
(9)	a person of less than five years has elapsed since the date the person was found to be in violation of the provisions of relevant securities regulations and was involved in deceitful or dishonest activities as ruled by the competent authority.	(9)	a person of less than five years has elapsed since the date the person was found to be in violation of the provisions of relevant securities regulations and was involved in deceitful or dishonest activities as ruled by the competent authority.
(10)	any civil servants (unless the law permits)	(10)	any civil servants (unless the law permits)

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 144	<p>The company shall produce financial reports at the end of each financial year which shall be subject to auditing and verification in accordance with the law. The company's financial reports include the following financial accounting report and subsidiary breakdown statements:</p> <ol style="list-style-type: none"> (1) balance sheet; (2) profit and loss statement; (3) statement of change in financial position; (4) financial situation statement; (5) statement of profit distribution. <p>The accounting year of the Company is based on the calendar system, namely, a period from January 1 to December 31 each year represents an accounting year.</p>	Article 135	<p>The Company shall produce financial reports at the end of each financial year which shall be subject to <u>audit by the accounting firm</u> in accordance with the law. The company's financial reports include the following financial accounting report and subsidiary breakdown statements:</p> <ol style="list-style-type: none"> (1) balance sheet; (2) profit and loss statement; (3) statement of change in financial position; (4) financial situation statement; (5) statement of profit distribution. <p>The accounting year of the Company is based on the calendar system, namely, a period from January 1 to December 31 each year represents an accounting year.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 151	The company shall establish an internal audit agency with auditors to implement internal audit system. Under the leadership of board of directors, the internal audit agency supervises company's financial revenues and expenditures, and its business activity. The account book shall be available for supervisors to supervise.	Article 142	The Company shall establish an internal audit agency with auditors to implement internal audit system. Under the leadership of board of directors, the internal audit agency supervises company's financial revenues and expenditures, and its business activity. The account book shall be available for <u>audit committee</u> to supervise.
Article 165	If the position of the accounting firm falls vacant, the board of supervisors may, before convening a general meeting, appoint an accounting firm to fill the vacancy. However, if, during the period of the vacancy, the company has other appointed accounting firms, those firms may continue to handle matters.	Article 156	If the position of the accounting firm falls vacant, the <u>audit committee</u> may, before convening a <u>shareholders'</u> meeting, appoint an accounting firm to fill the vacancy. However, if, during the period of the vacancy, the Company has other appointed accounting firms, those firms may continue to handle matters.
Article 167	The remuneration of an accounting firm or methods for determining remuneration shall be decided at a general meeting. The remuneration of an accounting firm appointed by the board of supervisors shall be determined by the board of supervisors.	Article 158	The remuneration of an accounting firm or methods for determining remuneration shall be decided at a <u>shareholders'</u> meeting. The remuneration of an accounting firm appointed by the <u>audit committee</u> shall be determined by the <u>audit committee</u> .

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 168	<p>Decisions on matter relating to the appointment, removal, or non-reappointment of an accounting firm shall be taken at general meeting and such decisions shall be reported to the Securities Committee of the State Council for the record.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent one so as to fill a casual vacancy in the office of accounting firm, to reappoint a retiring accounting firm who is appointed by the board of supervisors to fill a casual vacancy, or to remove an accounting firm before the expiration of his term of office, the following provisions shall be complied with:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the accounting firm proposing to leave his post or the accounting firm who has left his post (leaving includes leaving by removal, resignation and retirement).</p>	Article 159	<p>Decisions on matter relating to the appointment, removal, or non-reappointment of an accounting firm shall be taken at <u>shareholders'</u> meeting.</p> <p>Where a resolution at a <u>shareholders'</u> meeting of shareholders is passed to appoint an accounting firm other than an incumbent one so as to fill a casual vacancy in the office of accounting firm, to reappoint a retiring accounting firm who is appointed by the <u>audit committee</u> to fill a casual vacancy, or to remove an accounting firm before the expiration of his term of office, the following provisions shall be complied with:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the accounting firm proposing to leave his post or the accounting firm who has left his post (leaving includes leaving by removal, resignation and retirement).</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>(2) If the accounting firm leaving his post makes representations in writing and requests the company to inform the shareholders of the representations, the company shall adopt the following measures (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; 2. send a copy of the representations as attachment to the notice to the shareholders according to the delivery methods required in the Articles of Association. 		<p>(2) If the accounting firm leaving his post makes representations in writing and requests the Company to inform the shareholders of the representations, the Company shall adopt the following measures (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; 2. send a copy of the representations as attachment to the notice to the shareholders according to the delivery methods required in the Articles of Association.
	<p>(3) If the accounting firm's representations do not send under to the requirement mentioned in (2) above the accounting firm may request the representations be read out at the meeting and appeal on it.</p>		<p>(3) If the accounting firm's representations do not send under to the requirement mentioned in (2) above the accounting firm may request the representations be read out at the meeting and appeal on it.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
	<p>(4) An accounting firm who is leaving his post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting of shareholders at which his term of office would otherwise have expired; 2. any general meeting of shareholders at which it is proposed to fill the vacancy caused by his removal; 3. any general meeting of shareholders convened on his resignation. <p>An accounting firm who is leaving his post shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former accounting firm of the company.</p>		<p>(4) An accounting firm who is leaving his post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the <u>shareholders'</u> meeting of shareholders at which his term of office would otherwise have expired; 2. any <u>shareholders'</u> meeting of shareholders at which it is proposed to fill the vacancy caused by his removal; 3. any <u>shareholders'</u> meeting of shareholders convened on his resignation. <p>An accounting firm who is leaving his post shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former accounting firm of the Company.</p>

LETTER FROM THE BOARD

Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 190	<p>Unless otherwise required by the Articles of Association, any notice, information, or statement in written served by the Company on the holders of oversea-listed shares listed on The Stock Exchange of Hong Kong Limited shall be served personally on all the holders of oversea-listed shares either at the registered address provided by every shareholder of oversea-listed shares, or by way of post, while notice to be served on every holder of foreign capital stocks listed in The Stock Exchange of Hong Kong Limited should be posted as in Hong Kong as possible.</p> <p>Notice delivered to the domestic shareholders shall be published in one or more newspapers designated by the State's Securities Regulatory Authority, upon which the same to all domestic shareholders shall be deemed as received.</p> <p>Unless otherwise stated, the "announcement" referred to in these Articles of Association of the company shall mean, as to the announcements published to the holder of domestic shares of the company or the announcements required to be published in the PRC according to the relevant requirements and these Articles of Association of the company, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; or as to the announcements published to the holders of shares listed overseas or the announcements required to be published in Hong Kong according to the relevant rules and these Articles of Association of the company, an announcement published on any newspaper in the place of stock exchange of the overseas listing designated or recommended by the local laws and regulations or designated by the relevant securities regulatory bodies.</p>	Article 181	<p>Unless otherwise required by the Articles of Association, any notice, information, or statement in written served by the Company on the holders of oversea-listed shares listed on The Stock Exchange of Hong Kong Limited shall be served personally on all the holders of oversea-listed shares either at the registered address provided by every shareholder of oversea-listed shares, and may also be <u>sent by electronic means</u> or by way of post, while notice to be served on every holder of foreign capital stocks listed in The Stock Exchange of Hong Kong Limited should be posted as in Hong Kong as possible.</p> <p>Notice delivered to the domestic shareholders shall be published in one or more newspapers <u>that meet the conditions specified by the CSRC</u>, upon which the same to all domestic shareholders shall be deemed as received.</p> <p>Unless otherwise stated, the "announcement" referred to in these Articles of Association of the Company shall mean, as to the announcements published to the holder of domestic shares of the Company or the announcements required to be published in the PRC according to the relevant requirements and these Articles of Association of the Company, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; or as to the announcements published to the holders of shares listed overseas or the announcements required to be published in Hong Kong according to the relevant rules and these Articles of Association of the Company, an announcement published on any newspaper in the place of stock exchange of the overseas listing designated or recommended by the local laws and regulations or designated by the relevant securities regulatory bodies.</p>

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Existing articles		Revised articles	
Item No.	Article content	Item No.	Article content
Article 192	Any notice delivered through the post in a prepaid envelope must specify the address and shall be deemed to have been received by the shareholders after five days the envelope of such notice was sent out.	Article 183	Any notice delivered through the post in a prepaid envelope must specify the address and shall be deemed to have been received by the shareholders after five days the envelope of such notice was sent out. <u>If sent by electronic means, the notice shall be deemed received by the shareholder on the date of dispatch.</u>
/	/	Article 185	<u>Matters not provided for in these Articles of Association, or provisions herein that conflict with current laws, administrative regulations, rules of the CSRC, relevant requirements of the Hong Kong Stock Exchange, and other relevant laws, regulations, rules and regulatory documents as amended from time to time, shall be governed by the provisions of such relevant laws, regulations, rules and regulatory documents.</u>

The Hong Kong and PRC legal advisors of the Company have confirmed that the amendments to the Articles of Association comply with the provisions of the GEM Listing Rules and are not inconsistent with the laws of the PRC respectively. The Directors also confirmed that there is nothing unusual about the amendments to the Articles of Association for a company listed in Hong Kong.

6. PROPOSED CHANGE OF LEGAL ADDRESS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

The Board proposes that the Company's legal address and principal place of business in the PRC be changed to 8F, No. 55 Huaihai West Road, Xuhui District, Shanghai, with effect from the date of approval at the annual general meeting. The Company's telephone number will remain unchanged.

7. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on Pages 54 to 58 of this circular. Ordinary resolutions will be proposed at the AGM to approve, inter alia, the re-election of Directors, the 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 8F, No. 55 Huaihai West Road, Xuhui District, 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*
Zhang Xiaobo
Chairman

LIST OF CANDIDATES

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

DIRECTORS**Mr. Zhang Xiaobo**

Mr. Zhang Xiaobo (“Mr. Zhang”), aged 53, has a master degree, and is a professor-level senior engineer. Mr. Zhang has more than 25 years of experience in digital transformation and government-enterprise information technology, 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 Jiada Industrial Investment Management (Group) Co., Ltd* (上海交大產業投資管理(集團)有限公司). He was appointed as an Executive Director, the Chairman of the Board, the chairman of the Nomination Committee, a member of the Remuneration Committee and the Corporate Legal Representative by the Company on 4 September 2023, and was appointed as the Chief Executive Officer of the Company on 30 August 2024.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Zhang as an executive Director for a term of three years effective from 4 September 2026. 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. Mr. Zhang 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. Zhang.

Save as disclosed above, Mr. Zhang 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. 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 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. Zhang.

Mr. Sun Jingchen

Mr. Sun Jingchen (“Mr. Sun”), aged 43, graduated from Shanghai University with a bachelor’s degree in accounting in 2018. Mr. Sun is an intermediate accountant and an intermediate economist. Mr. Sun has more than 16 years of financial work experience, and has worked as a financial manager in a large state-owned enterprise for more than 11 years, and understands the overall accounting process. Mr. Sun is familiar with accounting computerized software operation, financial software, SAP system. Mr. Sun is responsible for the company’s budget management, analysis and evaluation, and performance evaluation.

Mr. Sun is familiar with relevant national accounting standards and policies and regulations, and has good learning ability, independent working ability and financial analysis ability. Serious and down-to-earth work, strong ability to independently analyze and solve problems, and strong teamwork ability. In 2013 and 2014, Mr. Sun was awarded the Advanced Individual Award for Statistical Work by Shanghai Pudong New Area Statistics Bureau for two consecutive years. From 2010 to 2019, Mr. Sun was awarded four times of outstanding teams and two times of outstanding employee. He was appointed as an executive Director by the Company on 20 June 2023.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Sun as an executive Director for a term of three years effective from 20 June 2026. Mr. Sun 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. Sun 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. Sun.

Save as disclosed above, Mr. Sun 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. 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 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. Sun.

Mr. Yuan Shumin

Mr. Yuan Shumin (“Mr. Yuan”), aged 75, was graduated from School of Accounting of Shanghai University of Finance and Economics in January 1983 with a bachelor degree in Economics, and taught there after graduation. In September 1985, Mr. Yuan attended the part-time Postgraduate program in School of Accounting of Shanghai University of Finance and Economics, and graduated in June 1988 with a master degree in Economics. Mr. Yuan became an associate professor in 1992, and promoted as professor in 1997. Since 1993, Mr. Yuan has been the supervisor of teaching department, an assistant supervisor and assistant dean of School of Accounting, assistant dean and dean of School of Adult Education (成教學院) of Shanghai University of Finance and Economics. Mr. Yuan studied in a part-time doctorate program of Management at School of Management of Fudan University from January 1995, and graduated from Fudan University in January 1998 with a doctorate degree in science. In July 2001, Mr. Yuan was appointed as tutor of accounting doctorate program in Shanghai University of Finance and Economics. He has served as the president of School of Accounting in School of Accounting in Shanghai Finance University since September 2005. Mr. Yuan was employed by Sanda University as the chief accountant and a professor successively from April 2014 to June 2023. Mr. Yuan has written various thesis, studies, teaching material, and served as Chairman of Computerized Accountancy Association for Youth (中青年會計電算化分會) of PRC Accounting Association (中國會計學會). He was appointed as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee by the Company on 22 June 2007. In addition, since May 2014, Mr. Yuan has been appointed as an independent non-executive director of China Smartpay Group Holdings Limited (a company listed on the Stock Exchange, stock code: 8325), and is the Chairman of each of its audit committee, remuneration committee and internal control committee as well as a member of its nomination committee and compliance committee.

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

An ordinary resolution will be proposed at the AGM to propose the re-election of Mr. Yuan as an independent non-executive Director for a term of 3 years effective from 22 June 2026. Mr. Yuan will not enter into any service contract with the Company and he is entitled to a annually salary of HKD100,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits), which was determined upon negotiation between Mr. Yuan and the Company at arm's length on the basis of his previous experience and professional qualifications as well as the prevailing market condition. 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. Yuan.

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. Yuan.

Mr. Yuan has confirmed that: (i) he meets the independence criteria as set out in Rules 5.09(1) to (8) of the GEM Listing Rules; (ii) he 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 his independence.

SUPERVISOR**Mr. Sun Shuzhe**

Mr. Sun Shuzhe (“Mr. Sun”), aged 30, a holder of the master’s degree and the fund practitioner qualification. He currently serves as the risk control head of the compliance and risk control department at Shanghai S&T Venture Capital (Group) Co., Ltd.

An ordinary resolution will be proposed at the AGM to appoint Mr. Sun as a Supervisor for a term of 3 years with effect from 22 June 2026. He will not enter into any service contracts 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. Sun shall 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 related to the proposed appointments of Mr. Sun that need to be brought to the attention of Shareholders.

Save as disclosed above, Mr. Sun did not hold any directorship positions in other listed companies in Hong Kong or overseas for the last three years, and do not hold any other position in the Group. He does not have any relationships with any other Directors, Supervisors, chief executives, senior management, substantial shareholders, controlling shareholder 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, he does not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed under Rules 17.50(2)(h) to (v) of the GEM Listing Rules in relation to Mr. 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 2025 annual general meeting (“AGM”) of Shanghai Jiaoda Withub Information Industrial Company Limited* (the “Company”) will be held at Conference Room, 8F, No. 55 Huaihai West Road, Xuhui District, Shanghai, the PRC on 22 June 2026 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 2025;
2. To consider and approve the report of the supervisory committee for the year 2025;
3. To consider and approve the audited consolidated financial statements and auditor's report for the year ended 31 December 2025;
4. To consider and approve the dividend distribution proposal for 2025;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for 2025;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for 2026 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 2026 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. Zhang Xiaobo as an executive director, for a term of three years effective from 4 September 2026; (b) the re-election of Mr. Sun Jingchen as an executive director, for a term of three years effective from 20 June 2026; and (c) the re-election of Mr. Yuan Shumin as an independent non-executive director, for a term of three years effective from 22 June 2026;
9. To consider and approve the appointment of Mr. Sun Shuzhe as the supervisor of the Company for a term of three years;
10. Proposed change of legal address and principal place of business in the PRC;

SPECIAL RESOLUTIONS

11. To consider and approve the following resolutions as a special resolutions:
 - “(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.”
12. To consider and approve the amendments to the articles of association.

By Order of the Board

Shanghai Jiada Withub Information Industrial Company Limited*

Zhang Xiaobo

Chairman

Shanghai, the PRC, 30 April 2026

Notes:

1. The register of members of the Company will be closed from 23 May 2026 to 22 June 2026 (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 22 June 2026 (the record date) 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 22 May 2026.
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