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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 Huitongda Network Co., Ltd., you should at once hand this circular, together with the enclosed forms of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Huitongda Network Co., Ltd.**  
**匯通達網絡股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 9878)**

**(1) PROPOSED ELECTION OF EXECUTIVE DIRECTOR**  
**(2) PROPOSED GRANTING OF A GENERAL MANDATE TO THE**  
**BOARD TO REPURCHASE H SHARES**  
**AND**  
**NOTICE OF THE 2023 FIRST**  
**EXTRAORDINARY GENERAL MEETING AND**  
**NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING**

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The EGM, the Domestic Share Class Meeting and the H Share Class Meeting will be held by the Company at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Friday, February 10, 2023. The notice of the EGM and the notice of the H Share Class Meeting are set out on pages 12 to 14 and pages 15 to 17 of this circular, respectively.

Forms of proxy for the EGM and the H Share Class Meeting are enclosed herewith, respectively. If you wish to appoint a proxy to attend the EGM and/or the H Share Class Meeting, you must complete the enclosed form(s) of proxy in accordance with the instructions printed thereon and return it (them) to us not less than 24 hours before the time appointed for holding the EGM and/or the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjournment thereof should you so wish at that time.

January 12, 2023

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Company”	Huitongda Network Co., Ltd., a joint stock company established under the laws of the PRC with limited liability on December 6, 2010, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9878)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which is (are) subscribed for or credited as fully paid in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Domestic Share Class Meeting”	the 2023 first domestic share class meeting of the Company to be held immediately after the conclusion of the EGM at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC, on Friday, February 10, 2023
“EGM”	the 2023 first extraordinary general meeting of the Company to be held at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Friday, February 10, 2023, or any adjournment thereof (as the case may be)
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and are listed on the Hong Kong Stock Exchange

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## DEFINITIONS

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“H Shareholder(s)”	holder(s) of H Share(s)
“H Share Class Meeting”	the 2023 first H Share class meeting of the Company to be held immediately after the conclusion of the Domestic Share Class Meeting at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC, on Friday, February 10, 2023
“HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	January 9, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on Hong Kong Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company, including Domestic Shareholder(s) and H Shareholder(s)
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including Domestic Share(s) and H Share(s)
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (as amended, supplemented or otherwise modified from time to time)
“%”	per cent

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## LETTER FROM THE BOARD

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**Huitongda Network Co., Ltd.**

**匯通達網絡股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9878)**

*Chairman and non-executive Director:*  
WANG Jianguo

*Executive Directors:*  
XU Xiuxian (*Chief Executive Officer*)  
ZHAO Liangsheng

*Non-executive Directors:*  
CAI Zhongqiu  
WANG Ran

*Independent non-executive Directors:*  
YU Lixin  
LIU Xiangdong  
CHENG Zichuan

*Registered Office and Headquarters:*  
Huitongda Building  
50 Zhongling Street, Xuanwu District  
Nanjing  
Jiangsu Province  
PRC

*Principal Place of Business in Hong Kong:*  
40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

January 12, 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF EXECUTIVE DIRECTOR**  
**(2) PROPOSED GRANTING OF A GENERAL MANDATE TO THE**  
**BOARD TO REPURCHASE H SHARES**

### **1. INTRODUCTION**

The purpose of this circular is to provide you with the EGM notice and the H Share Class Meeting notice, and information on certain resolutions to be considered at the EGM and/or the H Share Class Meeting so that you can make informed decisions on whether to vote for or against such resolutions at the EGM and/or the H Share Class Meeting.

An ordinary resolution will be proposed at the EGM to approve the proposed election of an executive Director.

A special resolution will be proposed at the EGM to approve the proposed granting of a general mandate to the Board to repurchase H Shares.

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## LETTER FROM THE BOARD

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Between them, the proposed granting of a general mandate to the Board to repurchase H Shares shall also be proposed at the Domestic Share Class Meeting and the H Share Class Meeting for approval by way of a special resolution.

### 2. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated December 29, 2022 in relation to, among other things, the proposed election of an executive Director.

In view of the resignation of Mr. Wang Jian, the Company considered and approved, among other things, the resolution in relation to the proposed election of Mr. Sun Chao (“**Mr. Sun**”) as a candidate for executive Director of the third session of the Board at the Board meeting held on December 29, 2022, subject to the approval by the Shareholders at the EGM. His term of office shall be effective from the date of approval at the EGM until the expiry of the term of the third session of the Board. He is eligible for re-election after the expiry of his term of office.

The biographical details of Mr. Sun and other information relating to his appointment required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

**Mr. SUN Chao (孫超)**, aged 35, has been a vice president of the Company since July 2015 and is primarily responsible for assisting the president of the Company with operation and management of the Group and the member stores. Mr. Sun currently holds directorship or managerial positions at several subsidiaries within the Group, including the chairman of the board of directors of Jiangsu Wokewang Information Technology Co., Ltd (江蘇我可網信息科技有限公司) since April 2018, a general manager of Huitong Datatech Smart Technology Co., Ltd. (匯通數科智能科技有限公司) since September 2019 and an executive director and a general manager of Nanjing Shumei Network Technology Co., Ltd. (南京市數美網絡科技有限公司) since January 2020. Prior to joining the Group, he served as a project team member and a general manager of Haier mall of Haier Group E-commerce Co., Ltd. (海爾集團電子商務有限公司), where he was primarily responsible for the operation of Haier e-commerce platform from May 2009 to November 2010 and from November 2010 to July 2015, respectively.

Mr. Sun obtained a bachelor’s degree in management in E-commerce from Shandong University of Science and Technology (山東科技大學) in the PRC in June 2010, and a master’s degree in Business Administration from Fudan University (復旦大學) in the PRC in January 2020. Mr. Sun received the Prize of CTOA Most Influential Technological Leadership (CTOA 最具領導力技術領袖獎); was nominated for the Nanjing High-level Talents 2019 (南京市高層次人才) in January 2019; was awarded the Prize of CTDC Internet Industry Technological Leadership Outstanding Figures 2018 (CTDC 互聯網行業技術領導力風雲人物獎); and won the first place in National Internet Commerce Innovative Application Competition 2009 (全國網絡商務創新應用大賽) in May 2009.

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## LETTER FROM THE BOARD

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Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Sun has confirmed that he: (i) has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have or is deemed to have any interests or short positions in the shares, underlying shares or bonds of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) has not been penalized by China Securities Regulatory Commission and other relevant authorities nor been disciplined by any stock exchanges; and (v) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

Subject to the approval of Mr. Sun's appointment at the EGM, the Company will enter into a Director's service contract with him. Mr. Sun will not receive remuneration for his capacity as an executive Director, but as the vice president of the Company, his remuneration shall be determined in accordance with the remuneration management measures of the Company, which mainly consists of basic remuneration, performance-based remuneration and welfare income, among which, the annual basic remuneration shall be RMB690,000 (tax inclusive), and the performance-based remuneration shall be determined mainly based on the operating results of the Group and the individual performance.

This resolution was considered and approved by the Board on December 29, 2022 and is being proposed as an ordinary resolution for consideration and approval at the EGM.

### **3. PROPOSED GRANTING OF A GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES**

In order to seize market opportunities, maintain the stability of the Company's operation, development and share price, protect the long-term interests of investors and promote the maximization of the Shareholders' value, a general mandate is proposed to be granted to the Board at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting to repurchase H Shares ("**H Share Repurchase Mandate**"). The Board will only make the repurchase of H Shares to the extent that the repurchase of H Shares is beneficial to the Company and its Shareholders as a whole.

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## LETTER FROM THE BOARD

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Details of the H Share Repurchase Mandate are as follows:

- (1) To grant a general and unconditional mandate to the Board to determine to repurchase and deal with the H Shares. The authorization granted to the Board includes but is not limited to:
  1. Formulating and implementing specific repurchase plans, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity, etc.;
  2. Notifying the creditors and making an announcement in accordance with the Company Law of the People's Republic of China and other relevant laws, regulations and normative documents and the Articles of Association;
  3. Opening an overseas stock account and going through the corresponding changes of the foreign exchange registration procedures;
  4. Fulfilling the relevant approval and filing procedures (if any) in accordance with the requirements of the regulatory authorities and the Hong Kong Stock Exchange;
  5. Handling the matters related to the cancellation of the repurchased shares, reducing the registered capital, making amendments to the Articles of Association in relation to the total share capital, shareholding structure and other relevant contents, and fulfilling the relevant statutory registration and filing procedures within and outside the PRC;
  6. Signing and handling other documents and matters related to share repurchase.

Pursuant to the above approvals, the total number of H Shares that the Company is authorized to repurchase during the Relevant Period (as defined below) shall not exceed 10% of the number of H Shares of the Company in issue and listed on the Hong Kong Stock Exchange as at the date on which this resolution is considered and approved at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting respectively.

- (2) The H Share Repurchase Mandate shall be subject to the fulfillment of all of the following conditions precedent:
  1. The obtaining of approvals from all competent regulatory authorities (if applicable) in accordance with the laws and regulations in the PRC;
  2. Pursuant to the Company Law of the People's Republic of China and the notice procedures stipulated in the Articles of Association, in the event no creditor requires the Company to repay or provide security for any amount owed by the Company to the creditor, or if any of the Company's creditors requires the



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## LETTER FROM THE BOARD

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Company to repay or provide security, the Company has, at its sole and absolute discretion, made repayments or provided security for such amount. If the Company decides to repay any amount to any of its creditors, the Company will use internal funds to repay such amount.

- (3) The “Relevant Period” in this resolution refers to the period commencing on the date on which this resolution is considered and approved at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting and ending at the earliest of:
1. the conclusion of the 2022 annual general meeting of the Company;
  2. the expiration of twelve months from the date on which this resolution is considered and approved at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting; or
  3. the date on which the mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution or by the Domestic Shareholders and H Shareholders at their respective class meetings by way of special resolution.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the H Share Repurchase Mandate is set out in Appendix I to this circular.

This resolution was considered and approved by the Board on December 29, 2022 and is being proposed as a special resolution for consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

#### **4. EGM AND H SHARE CLASS MEETING AND VOTING METHOD**

The EGM and the H Share Class Meeting will be held by the Company at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Friday, February 10, 2023. The notice of the EGM and the notice of the H Share Class Meeting are set out on pages 12 to 14 and pages 15 to 17 of this circular, respectively.

The register of members of the Company will be closed from Monday, February 6, 2023 to Friday, February 10, 2023 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the EGM and/or the H Share Class Meeting, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the EGM and/or the H Share Class Meeting, all completed transfer documents together with the relevant Share certificates must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the Company’s Domestic Share registrar, being the registered office of the Company, at Huitongda Building, 50

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## LETTER FROM THE BOARD

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Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 4:30 p.m. on Friday, February 3, 2023. All Shareholders whose names appear on the register of members of the Company on Friday, February 10, 2023 are entitled to attend and vote at the EGM and/or the H Share Class Meeting.

Forms of proxy for the EGM and the H Share Class Meeting are enclosed with this circular and are available on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.htd.cn](http://www.htd.cn)). Shareholders who wish to appoint proxies to attend the EGM and/or the H Share Class Meeting are requested to complete and return the form(s) of proxy to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's Domestic Share registrar, being the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not less than 24 hours before the time of the EGM and/or the H Share Class Meeting. Completion and return of the form(s) of proxy will not preclude Shareholders from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjournment thereof should they so wish at that time.

Pursuant to Rule 13.39(4) of the Listing Rules and article 110 of the Articles of Association, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on all the resolutions at the EGM and the H Share Class Meeting will be conducted by poll.

### 5. RECOMMENDATION

The Board considers all the resolutions set out in the notice of the 2023 First Extraordinary General Meeting and the notice of the 2023 First H Share Class Meeting for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favor of all the resolutions to be proposed at the EGM and the H Share Class Meeting.

By order of the Board  
**Huitongda Network Co., Ltd.**  
*Chairman*  
**WANG Jianguo**

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting in relation to the granting of the H Share Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 562,569,837 shares, including 382,303,498 Domestic Shares and 180,266,339 H Shares.

Subject to the passing of the special resolution at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting in respect of the granting of the H Share Repurchase Mandate to the Board and on the basis that the total number of the issued H Shares of the Company remains unchanged on the dates of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, i.e. being 180,266,339 H Shares, the Directors would be authorized under the H Share Repurchase Mandate to repurchase, during the period in which the H Share Repurchase Mandate remains in force, a maximum of 18,026,633 H Shares, representing 10% of the total number of H Shares in issue as at the dates of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

## **2. REASONS FOR H SHARE REPURCHASE**

The Directors believe that the granting of the H Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

H Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for H Share repurchase in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be an adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2021) in the event that the H Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF H SHARES

The highest and lowest monthly prices per Share at which H Shares have traded on the Hong Kong Stock Exchange during the period from February 18, 2022 (the date of listing of the H Shares on the Hong Kong Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
February 2022 ( <i>from February 18, 2022</i> )	49.00	43.00
March 2022	47.80	37.00
April 2022	49.50	42.80
May 2022	49.00	40.40
June 2022	63.00	44.60
July 2022	60.35	51.40
August 2022	64.70	52.35
September 2022	53.15	33.00
October 2022	37.00	29.65
November 2022	38.05	27.90
December 2022	42.70	28.80
January 2023 ( <i>up to the Latest Practicable Date</i> )	42.20	36.75

## 6. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to repurchase H Shares pursuant to the H Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

**7. TAKEOVERS CODE**

If as a result of a repurchase of H Shares pursuant to the H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate its or their control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Wang Jianguo directly held 39,516,334 H Shares and 114,439,526 Domestic Shares, Nanjing Yuanbai Enterprise Management Centre (Limited Partnership) directly held 2,991,759 H Shares and 8,664,152 Domestic Shares, and Mr. Wang Jianguo indirectly controlled 99% equity interest in Nanjing Yuanbai Enterprise Management Centre (Limited Partnership) through Five Star Holdings Group Co., Ltd. (a company in which Mr. Wang Jianguo was entitled to exercise approximately 68.43% voting rights). Therefore, Mr. Wang Jianguo was deemed to be interested in the Shares held by Nanjing Yuanbai Enterprise Management Centre (Limited Partnership). In the event that the Directors exercise the proposed H Share Repurchase Mandate in full, the aggregate shareholding of Mr. Wang Jianguo would be increased to approximately 30.41% of the issued share capital of the Company.

The Directors consider that such increase in shareholding may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the H Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of H Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

Save as disclosed above, the Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law.

**8. H SHARE REPURCHASE MADE BY THE COMPANY**

From February 18, 2022 (the date of listing of the H Shares on the Hong Kong Stock Exchange) and up to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Hong Kong Stock Exchange or otherwise).

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# NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

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**Huitongda Network Co., Ltd.**

**匯通達網絡股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9878)**

## NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 first extraordinary general meeting (the “EGM”) of Huitongda Network Co., Ltd. (the “**Company**”) will be held at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Friday, February 10, 2023 for considering and, if thought fit, adopting the following resolutions:

### ORDINARY RESOLUTION

1. To consider and approve the resolution on the election of Mr. Sun Chao as an executive Director of the third session of the Board of the Company.

### SPECIAL RESOLUTION

2. To consider and approve the proposed granting of a general mandate to the Board of the Company to repurchase H Shares:
  - (a) subject to paragraphs (b) and (c) below, a general mandate be and is hereby generally and unconditionally granted to the Board of the Company to exercise during the Relevant Period all the powers of the Company to repurchase H Shares of the Company in accordance with all applicable laws, rules and regulations;
  - (b) subject to the approval in paragraph (a) above, the total number of H Shares that the Company is authorized to repurchase during the Relevant Period shall not exceed 10% of the number of H Shares of the Company in issue and listed on the Hong Kong Stock Exchange as at the date on which this resolution is considered and approved and the relevant resolutions are considered and approved at the class meetings of the Company;
  - (c) the approval in paragraph (a) above shall be subject to the fulfillment of following conditions precedent:
    - (i) the obtaining of approvals from all competent regulatory authorities (if applicable) in accordance with the laws and regulations in the PRC;

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## NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

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(ii) pursuant to the Company Law of the People's Republic of China and the notice procedures stipulated in the Articles of Association of the Company, in the event no creditor requires the Company to repay or provide security for any amount owed by the Company to the creditor, or if any of the Company's creditors requires the Company to repay or provide security, the Company has, at its sole and absolute discretion, made repayments or provided security for such amount. If the Company decides to repay any amount to any of its creditors, the Company will use internal funds to repay such amount;

(d) for the purpose of this resolution:

the "Relevant Period" refers to the period commencing on the date on which this resolution is passed and ending at the earliest of:

- (i) the conclusion of the 2022 annual general meeting of the Company;
- (ii) the expiration of twelve months from the date on which this resolution is passed at the EGM and the relevant resolutions are passed at the Domestic Share Class Meeting and the H Share Class Meeting; or
- (iii) the date on which the mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution or by the Domestic Shareholders and the H Shareholders at their respective class meetings by way of special resolution.

By order of the Board  
**Huitongda Network Co., Ltd.**  
*Chairman*  
**WANG Jianguo**

Nanjing, the PRC  
January 12, 2023

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## NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Monday, February 6, 2023 to Friday, February 10, 2023 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the EGM, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the EGM, all completed transfer documents together with the relevant Share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, February 3, 2023 (for H Shareholders of the Company) or the Company's Domestic Share registrar, being the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders of the Company). All Shareholders whose names appear on the register of members of the Company on Friday, February 10, 2023 are entitled to attend and vote at the EGM.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company but must attend the EGM in person to represent the relevant Shareholder.

The Shareholder must appoint a proxy in writing under his own hand or that of his attorney duly authorized in writing. If the Shareholder is a corporation, the instrument must be executed either under its common seal or under the hand of its Director(s) or duly authorized attorney. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

In order to be valid, the forms of proxy together with the notarized power of attorney or other authorization documents (if any) must be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders of the Company) or the Company's Domestic Share registrar, being the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders of the Company) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish at that time.

3. If the attending Shareholder is a corporation, its legal representative shall present his or her ID card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.
4. Pursuant to Rule 13.39(4) of the Listing Rules and article 110 of the Articles of Association of the Company, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolutions contained in this notice of the 2023 First EGM will be conducted by poll.
5. The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (and any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
6. For details of the resolutions, please refer to the circular of the Company dated January 12, 2023. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the "**Circular**") of the Company dated January 12, 2023.

*As at the date of this notice, the Board comprises the Chairman and non-executive Director, namely Mr. Wang Jianguo; the executive Directors, namely Mr. Xu Xiuxian and Mr. Zhao Liangsheng; the non-executive Directors, namely Mr. Cai Zhongqiu and Mr. Wang Ran; and the independent non-executive Directors, namely Ms. Yu Lixin, Mr. Liu Xiangdong and Mr. Cheng Zichuan.*



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## NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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**Huitongda Network Co., Ltd.**

**匯通達網絡股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9878)**

### NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 first H share class meeting (the “**H Share Class Meeting**”) of Huitongda Network Co., Ltd. (the “**Company**”) will be held at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Nanjing, Jiangsu Province, the PRC on Friday, February 10, 2023 immediately after the conclusion of the 2023 first domestic share class meeting for considering and, if thought fit, adopting the following resolution:

#### SPECIAL RESOLUTION

1. To consider and approve the proposed granting of a general mandate to the Board of the Company to repurchase H Shares:
  - (a) subject to paragraphs (b) and (c) below, a general mandate be and is hereby generally and unconditionally granted to the Board of the Company to exercise during the Relevant Period all the powers of the Company to repurchase H Shares of the Company in accordance with all applicable laws, rules and regulations;
  - (b) subject to the approval in paragraph (a) above, the total number of H Shares that the Company is authorized to repurchase during the Relevant Period shall not exceed 10% of the number of H Shares of the Company in issue and listed on the Hong Kong Stock Exchange as at the date on which this resolution is considered and approved and the relevant resolutions are considered and approved at the EGM and the Domestic Share Class Meeting of the Company;
  - (c) the approval in paragraph (a) above shall be subject to the fulfillment of following conditions precedent:
    - (i) the obtaining of approvals from all competent regulatory authorities (if applicable) in accordance with the laws and regulations in the PRC;
    - (ii) pursuant to the Company Law of the People's Republic of China and the notice procedures stipulated in the Articles of Association of the Company, in the event no creditor requires the Company to repay or provide security for any amount owed by the Company to the creditor, or if any of the Company's

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## NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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creditors requires the Company to repay or provide security, the Company has, at its sole and absolute discretion, made repayments or provided security for such amount. If the Company decides to repay any amount to any of its creditors, the Company will use internal funds to repay such amount;

(d) for the purpose of this resolution:

the “Relevant Period” refers to the period commencing on the date on which this resolution is passed and ending at the earliest of:

- (i) the conclusion of the 2022 annual general meeting of the Company;
- (ii) the expiration of twelve months from the date on which this resolution is passed at the H Share Class Meeting and the relevant resolutions are passed at the EGM and the Domestic Share Class Meeting; or
- (iii) the date on which the mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution or by the Domestic Shareholders and the H Shareholders at their respective class meetings by way of special resolution.

By order of the Board  
**Huitongda Network Co., Ltd.**  
*Chairman*  
**WANG Jianguo**

Nanjing, the PRC  
January 12, 2023

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## NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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*As at the date of this notice, the Board comprises the Chairman and non-executive Director, namely Mr. Wang Jianguo; the executive Directors, namely Mr. Xu Xiuxian and Mr. Zhao Liangsheng; the non-executive Directors, namely Mr. Cai Zhongqiu and Mr. Wang Ran; and the independent non-executive Directors, namely Ms. Yu Lixin, Mr. Liu Xiangdong and Mr. Cheng Zichuan.*