
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, the enclosed proxy form and reply slip to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the“Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (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 any statement herein or this circular 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, RE-ELECTION OF SUPERVISORS, GENERAL MANDATE TO ISSUE SHARES, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Conference Room 309, Hao Ran Hi-Tech Building, No.55 Guang Yuan Xi Road, Xuhui District, Shanghai, the PRC on 20 June 2017 at 2:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy and reply slip are also enclosed. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed proxy form and reply slip and return them to the head office of the Company at Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC (for holders of Domestic shares), or the office of the H share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H shares), as soon as possible and in any event, for the reply slip, not later than 30 May 2017, and for the proxy form, not less than 24 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the reply slip and the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meetings should you so wish.

This circular will remain on the GEM website at "www.hkgem.com" on the "Latest Company Announcements" page for 7 days from the date of publication.

30 March 2017

** For identification purpose only*

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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 309, Hao Ran Hi-Tech Building, No.55 Guang Yuan Xi Road, Xuhui District, Shanghai, the PRC on 20 June 2017 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 nominal value RMB0.10 each in the share capital of the Company;
“Domestic Shareholders”	registered holders of Domestic Shares;
“GEM”	the Growth Enterprise Market 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 nominal value of RMB0.10 each in the capital of the Company which are listed on GEM and subscribed for in HK dollars;
“H Shareholders”	registered holders of H Shares;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

** For identification purpose only*

DEFINITIONS

“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 aggregate nominal value 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”	24 March 2017, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication;
“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. Liu Yuwen (Chairman)
Mr. Shuai Ge (Vice Chairman)
Mr. Shang Ling (Chief Executive)
Mr. Zhou Reqing
Mr. Zhu Kaiyong
Mr. Shen Zhimin

Independent non-executive Directors:

Mr. Yuan Shumin
Dr. Ni Jing
Dr. Chan Yan Chong

Legal address:

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

Principal place of business in Hong Kong:

Suites 3306-12, 33rd Floor
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

To the Shareholders

30 March 2017

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
RE-ELECTION OF SUPERVISORS,
GENERAL MANDATE TO ISSUE SHARES,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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 proposed re-election of Supervisors, (iii) the Issue Mandate and (iv) the proposed amendments to the Articles of Association.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION AND APPOINTMENT OF DIRECTORS

According to article 96 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. Liu Yuwen was appointed on 7 July 2014 as the executive Director, for a term of three years and is eligible for re-election.

Mr. Shuai Ge was appointed on 7 July 2015 as the executive Director, for a term of three years and is eligible for re-election.

Mr. Yuan Shumin was appointed on 22 June 2016 as the independent non-executive Director, for a term of three years and is eligible for re-election.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Liu Yuwen as an executive Director; (b) re-elect Mr. Shuai Ge 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. RE-ELECTION OF SUPERVISOR

The board of Supervisor shall consist five Supervisors of which the number of staff representative supervisors, whom shall be appointed at the Worker's Committee of the Company, shall comprise not less than one-third of the total number of Supervisors. The remaining Supervisors are external Supervisors (i.e. shareholder representative supervisors and independent supervisors) and shall be appointed at the Shareholders' general meeting. Each of the Supervisors shall be appointed for a term of three years. Upon the expiry of the term, each of the Supervisors shall be eligible for re-election.

Except Mr. Rong Yinsheng as an external Supervisor, the term of office of all Supervisors shall expire on 7 July 2017. Mr. Yu Jiming and Ms. Dong Beihua have offered themselves for re-election at the AGM.

In this respect, a separate ordinary resolution will be proposed to re-elect each of Mr. Yu Jiming and Ms. Dong Beihua as a Supervisor at the forthcoming AGM.

Brief biographical details of the Supervisors proposed for re-election are set out in Appendix I 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 aggregate nominal value 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 in issue in aggregate of 348,000,000 Domestic Shares and 132,000,000 H Shares. 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 an additional 69,600,000 Domestic Shares and 26,400,000 H Shares.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of Directors proposes certain amendments to the Articles of Association (“Articles of Association”). The specific amendments are as follows:

Amend Article 1 of the Articles of Association

Originally read as:

Article 1 The company (or the “Company”) is a joint stock limited company established in the People’s Republic of China (“PRC”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies (hereinafter referred to as the Special Regulations) and other State laws and statutory regulations.

Subject to the approval by document 滬府體改審(1998)040號文(Hu Fu Ti Gai Shen no.1998040*) issued by the People’s Government of Shanghai, the company was established by way of promotion on 4 May, 1998. The Company was registered with Commerce and Administration Bureau in Shanghai and obtained the business license on 3 December, 1998. The number of the company’s business license is: 3100001005292.

LETTER FROM THE BOARD

The promoters of the company are:

- Promoter one: Shanghai Jiaotong University (上海交通大學)
Legal representative: Xie Shenwu (謝繩武)
Address: No. 1954 Huashan Rd., Shanghai
- Promoter two: Shanghai Science and Technology Investment Company
(上海科技投資公司)
Legal representative: Zhao Weimin (趙為民)
Address: No. 451 Shangchuan Rd., Pudong New District, Shanghai
- Promoter three: Shanghai Xin Xuhui (Group) Co., Ltd (上海新徐匯(集團)有限公司)
Legal representative: Cheng Min (程敏)
Address: No. 80 Ziyang Rd., Shanghai
- Promoter four: Shanghai Huixin Investment Co., Ltd (上海匯鑫投資經營有限公司)
Legal representative: Lu Jingyi (陸靜恬)
Address: No. 39 Taojiang Rd., Shanghai
- Promoter five: Shanghai Jiaoda Angli Co., Ltd. (上海交大昂立股份有限公司)
Legal representative: Xu Xiaoming (許曉鳴)
Address: No. 117 Huancheng Rd., Songjiang Town,
Songjiang County, Shanghai

(Article 1 of Mandatory Provisions)

to be amended as:

Article 1 The company (or the “Company”) is a joint stock limited company established in the People’s Republic of China (“PRC”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies (hereinafter referred to as the Special Regulations) and other State laws and statutory regulations.

Subject to the approval by document 滬府體改審(1998)040號文(Hu Fu Ti Gai Shen no.1998040*) issued by the People’s Government of Shanghai, the company was established by way of promotion on 4 May, 1998. The Company was registered with Commerce and Administration Bureau in Shanghai and obtained the business license on 3 December, 1998. The number of the company’s business license is: 3100001005292.

LETTER FROM THE BOARD

The promoters of the company are:

Promoter one: Shanghai Jiaotong University (上海交通大學)

Promoter two: Shanghai Technology Venture Capital Company Limited
(上海科技創業投資有限公司)

Promoter three: Shanghai Xin Xuhui (Group) Co., Ltd (上海新徐匯(集團)有限公司)

Promoter four: Shanghai Huixin Investment Co., Ltd (上海匯鑫投資經營有限公司)

Promoter five: Shanghai Jiaoda Angli Co., Ltd. (上海交大昂立股份有限公司)

(Article 1 of Mandatory Provisions)

6. ANNUAL GENERAL MEETING

On pages 14 to 18 of this circular, you will find the notice convening the AGM at which ordinary resolutions will be proposed to approve, inter alia, the re-election of Directors, re-election of Supervisors and special resolutions will be proposed to approve the Issue Mandate and the amendments to the Articles of Association.

7. 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 and the Company will announce the results of the poll in the manner prescribed under the rule 17.47(5) of the GEM Listing Rules.

8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

9. ACTION TO BE TAKEN

The reply slip and form of proxy for use at the AGM are enclosed. Whether or not you are able to attend the AGM, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the head office of the Company at Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC (for holders of Domestic Shares), or the Company's H share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H Shares), as soon as possible and in any event, for the reply slip, no later than 30 May 2017, and for the form of proxy, 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*

Liu Yuwen

Chairman

** For identification purpose only*

LIST OF CANDIDATES

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

DIRECTORS**Mr. Liu Yuwen**

Mr. Liu Yuwen (“Mr. Liu”), aged 54, Ph.D., is a professorate senior engineer. He has engaged in technical management of Baosteel Corporation (寶鋼股份公司) since 1996 and served as the branch manager of Baosteel Pipe (寶鋼鋼管), deputy division manager of Baosteel Pipe (寶鋼鋼管), as well as chairman of 魯寶鋼管公司, 煙寶鋼管公司 and 寶通鋼鐵公司. He has acted as the chief executive of Shanghai Jiao Da Industrial Investment Management (Group) Co., Ltd (上海交大產業投資管理(集團)有限公司) and a director of Shanghai Jiao Tong University Science Park Company Limited (上海交大大學科技園有限公司) since December 2013. He was appointed as an executive Director by the Company in 7 July 2014.

Save as disclose above, Mr. Liu did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Liu 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 an associate of any of them. As of the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

An ordinary resolution will be proposed at the Annual General Meeting to re-elect Mr. Liu Yuwen as an executive Director for a term of three years effective from 7 July 2017. Mr. Liu will not enter into any service contract with the Company and he will not be entitled to receive any salary or other remuneration and/or benefits as a Director. The Board is not aware that there are any other matters that need to be brought to the attention of shareholders in respect of the proposed appointment of Mr. Liu.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Liu.

Mr. Shuai Ge

Mr. Shuai Ge (“Mr. Shuai”), aged 48, MA, is an engineer. He has long-term engagement in business management since 1993, and served as the manager of the research and development department of Shanghai Xianhe Optoelectronics Technology Company Limited (上海先河光電技術有限公司) and of the import and export division of Shanghai Taiping International Container Co., Ltd (上海太平國際貨櫃有限公司), the general manager assistant of Shanghai Xinhua Power Station Control Co., Ltd (上海新華電站控制技術有限公司), the general manager of Shanghai International Program Controlled Company Limited (上海國際程序控制有限公司), the general manager assistant and deputy general manager of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司). He has been the deputy secretary of the Party Committee and the deputy general manager of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司) since October 2016. He has been the deputy secretary of the Party Committee and the general manager of Shanghai Xin Xuhui (Group) Limited (上海新徐匯(集團)有限公司) since November 2016. He was appointed as an executive Director by the Company in 7 July 2015.

Save as disclosed above, Mr. Shuai did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Shuai does not have any relationship with any other Directors, supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As of the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the Annual General Meeting to re-elect Mr. Shuai Ge as an executive Director for a term of three years effective from 7 July 2017. Mr. Shuai will not enter into any service contract with the Company and he is and will not be entitled to receive any salary or other remuneration and/or benefits as a Director. The Board is not aware that there are any other matters that need to be brought to the attention of shareholders in respect of the proposed appointment of Mr. Shuai.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules concerning the appointment of Mr. Shuai.

Mr. Yuan Shumin

Mr. Yuan Shumin (“Mr. Yuan”), aged 66. He 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 January 1985, he 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 associate professor in 1992, and promoted as professor in 1997. Since 1993, he has been supervisor of teaching department, assistant supervisor and assistant dean of School of Accounting, standing assistant dean and dean of School of Adult Education (成教學院) of Shanghai University of Finance and Economics. He 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, he was appointed as tutor of accounting doctorate program in Shanghai University of Finance and Economics. He has served in School of Accounting in Shanghai Finance University since September 2005, and is currently serving as the president of School of Accounting. Mr. Yuan has written various thesis, studies, teaching material, and served as Chairman of Computerized Accountancy Association for Youth (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 by the Company in 22 June 2007.

Save as disclosed above, 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 a close associate of any of them. He does not have interest in Shares within the meaning of Part XV of the SFO. Mr. Yuan did not hold any position in other companies listed on GEM or the Stock Exchange for the last three years except disclosed above and he does not hold any other position in the Group.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Yuan as an independent non-executive Director for a period of three years effective from 7 July 2017. There is no service contract to be entered between the Company and Mr. Yuan and he does and will not receive any salary or other remuneration and/or benefits as a Director. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of the proposed re-election of Mr. Yuan.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning the re-election of Mr. Yuan as the independent non-executive Director that need to be brought to the attention of the Shareholders.

SUPERVISOR**Mr. Yu Jiming**

Mr. Yu Jiming (“Mr. Yu”), aged 58, is a Supervisor of the Company and responsible for the supervision of the Company’s operation and financial activities. Mr. Yu graduated with a Bachelor degree from University of Science & Technology Beijing and is a senior accountant and a registered accountant. Mr. Yu held various positions in Shanghai Pudong Steel & Iron Co. 上海浦東鋼鐵公司 including administrator, group leader and section head of Cost Section of Finance Department (財務處成本科管理員、組長及科長), deputy head of Finance Department (財務處副處長), head of Foreign Economic and Trade Department and deputy chief accountant (對外經濟貿易處處長及副總會計師). He was also the general manager of 三綱國際貿易公司. Since 1999 until now, Mr. Yu has acted as the chairman of Supervisory Committee of 上海眾恒資訊產業有限公司, vice chairman of 上海申騰信息技術有限公司. Mr. Yu was appointed as a Supervisor by the Company in July 2005.

Save as disclosed above, Mr. Yu did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Yu 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 Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the Annual General Meeting to appoint Mr. Yu as a Supervisor of the Company for a term of three years effective from 7 July 2017. The Company will not enter into any service contract with Mr. Yu and he will be entitled to receive salary or other emolument and/ or benefits for serving as a Supervisor. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of the appointment of Mr. Yu.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning the re-election of Mr. Yu as the Supervisor that need to be brought to the attention of the Shareholders.

The proposed appointment of Mr. Yu as a Supervisor of the Company is subject to the requirement of Rule 25.13 of the GEM Listing Rules, which stipulates that the appointment is subject to the satisfaction of the Stock Exchange that the supervisor has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a Supervisor of the Company. In addition, approval by the Shareholders at a general meeting of the Company is required in accordance with the Articles of Association and the relevant regulations of the PRC for the appointment.

Ms. Dong Beihua

Ms. Dong Beihua (“Ms.Dong”), aged 53, is a Supervisor of the Company. She worked for Shanghai Xuhui District Taxation Bureau from 1983 to 1985. She has served in Shanghai Xuhui District Finance Bureau since 1986 and is currently the head of inspection department. Ms. Dong has acted as the general manager of Shanghai Huxin Investment Operation Company Limited since 2012. She was appointed as a supervisor by the Company in 7 July 2014.

Save as disclosed above, Ms. Dong did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and she does not hold any other position in the Group. Ms. Dong does not have any relationship with any other Directors, Supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As at the Latest Practicable Date, she does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the Annual General Meeting to appoint Ms. Dong as a supervisor of the Company for a term of three years effective from 7 July 2017. The Company will not enter into any service contract with Ms. Dong and she will be entitled to receive salary or other emolument and/ or benefits for serving as a Supervisor. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of the appointment of Ms. Dong.

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning the re-election of Ms. Dong as the Supervisor that need to be brought to the attention of the Shareholders.

The proposed appointment of Ms. Dong as a Supervisor of the Company is subject to the requirement of Rule 25.13 of the GEM Listing Rules, which stipulates that the appointment is subject to the satisfaction of the Stock Exchange that the supervisor has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with her position as a Supervisor of the Company. In addition, approval by the Shareholders at a general meeting of the Company is required in accordance with the Articles of Association and the relevant regulations of the PRC for the appointment.



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 2016 annual general meeting (“AGM”) of Shanghai Jiaoda Withub Information Industrial Company Limited* (the “Company”) will be held at Conference Room 309, Hao Ran Hi-Tech Building, No.55 Guang Yuan Xi Road, Xuhui District, Shanghai, the PRC on 20 June 2017 at 2:00 p.m. for the following purpose:

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

ORDINARY RESOLUTIONS

1. To consider and approve report of the Directors for the year 2016;
2. To consider and approve report of the Supervisory Committee for the year 2016;
3. To consider and approve the audited consolidated financial statements and auditor’s report for the year ended 31 December 2016;
4. To consider and approve the dividend distribution proposal for the year 2016;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for the year 2016;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company’s auditor for the year 2017 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 the year 2017 and to authorise the Directors of the Company to fix their remuneration;

* For identification purpose only

8. To consider and approve (a) re-elect Mr. Liu Yuwen as an executive Director, for a term of three years effective from 7 July 2017; (b) re-elect Mr. Shuai Ge as an executive Director, for a term of three years effective from 7 July 2017; and (c) re-elect Mr. Yuan Shumin as an independent non-executive Director, for a term of three years effective from 7 July 2017.
9. To consider and approve the re-election of Mr. Yu Jiming and Ms. Dong Beihua as supervisors of the Company for a term of three years commencing from 7 July 2017;

SPECIAL RESOLUTION

10. To consider and approve the following resolution as a special resolution:
 - “(a) **THAT** subject to the limitation imposed by paragraphs (c) and (d) below and in compliance with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market 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 to 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 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 Domestic Shares and/or H Shares, the authority of the Board shall include (but not limited to) the following:
 - (i) to determine the amount 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 commence and close;
 - (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 aggregate 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 Growth Enterprise Market 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 capital of the Company, the increased amount of which shall be equal to the corresponding amount 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 capital of the Company shall not exceed 120 percent of the amount of registered capital 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 capital 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 share capital 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.”; and
11. To consider and approve in relation to the amendments to the Articles of Association.

By Order of the Board
Shanghai Jiaoda Withub Information Industrial Company Limited*
Liu Yuwen
Chairman

Shanghai, the PRC, 30 March 2017

Notes:

1. The register of members of the Company will be closed from 19 May 2017 to 20 June 2017 (both days inclusive), during which period no transfer of shares will be effected. The holders of shares whose names appear on the register of members of the Company on 20 June 2017 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 18 May 2017.
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 voting 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 voting 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. Holders of H shares and domestic shares who intend to attend the AGM should complete and return the enclosed reply slip, for holders of H shares, to the Company's H shares registrar, and for holders of domestic shares, to the Company's head office, for attendance by hand, post or fax on or before 30 May 2017. A failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend such meeting by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the meeting.
5. The AGM is expected to take not more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
6. The address of the Company's head office and the contact details are as follows:

Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC

Fax No.: (86) 21-6407-9597

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