
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China E-Information Technology Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular, for which the directors of China E-Information Technology Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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.



CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED

中國網絡信息科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08055)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE 2018 ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China E-Information Technology Group Limited to be held at Unit 2609-10, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 29 June 2018 at 10:30 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the 2018 annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (www.hkgem.com) and the Company (www.irasia.com/listco/hk/chieinfotech).

Whether or not you are able to attend the 2018 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2018 annual general meeting or any adjournment thereof (i.e. not later than 10:30 a.m. on Wednesday, 27 June 2018). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2018 annual general meeting or any adjourned meeting thereof if they so wish.

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

References to time and dates in this circular are to Hong Kong time and dates.

21 May 2018

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2018 AGM”	an annual general meeting of the Company to be held at Unit 2609-10, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 29 June 2018 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“China” or “PRC”	The People’s Republic of China, which for the purpose of this circular and for geographical reference only, excludes Hong Kong, Macau and Taiwan;
“Company”	China E-Information Technology Group Limited 中國網絡信息科技集團有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	14 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended from time to time); and
“%”	per cent.

LETTER FROM THE BOARD



CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED 中國網絡信息科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08055)

Executive Directors:

Mr. Yuan Wei
Ms. Zhang Jianxin
Mr. Zheng Zhijing
Ms. Lin Yan
Ms. Wong Hiu Pui

Registered Office:

Cricket Square
Hutchins Drive
P.O.Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. Li Qunsheng
Mr. Tang Jiuda
Ms. Lu Xiaowei

Principal Place of Business in Hong Kong:

Unit 2609-10, 26/F
Office Tower
Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

21 May 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE 2018 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the certain resolutions to be proposed at the 2018 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 12 May 2017, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates, to the extent not utilized, will lapse at the conclusion of the 2018 AGM.

At the 2018 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on GEM or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. 375,129,703 Shares on the basis that the existing issued share capital of the Company of 3,751,297,033 Shares remains unchanged as at the date of the 2018 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. 750,259,406 Shares on the basis that the existing issued share capital of the Company of 3,751,297,033 Shares remains unchanged as at the date of the 2018 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the 2018 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 10 and 11 of the notice of the 2018 AGM as set out on pages 18 to 22 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Articles 86(3) and 87 of the Articles of Association, Mr. Yuan Wei, Mr. Zheng Zhijing, Ms. Lin Yan, Ms. Wong Hiu Pui, Ms. Lu Xiaowei and Mr. Tang Jiuda shall retire at the 2018 AGM and, being eligible, all of them will offer themselves for re-election at the 2018 AGM.

LETTER FROM THE BOARD

In accordance with Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

4. 2018 AGM AND PROXY ARRANGEMENT

The notice of the 2018 AGM is set out on pages 18 to 22 of this circular. At the 2018 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2018 AGM. An announcement on the poll vote results will be published by the Company after the 2018 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2018 AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.irasia.com/listco/hk/chieinfotech). Whether or not you are able to attend the 2018 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2018 AGM or any adjournment thereof (i.e. not later than 10:30 a.m. on Wednesday, 27 June 2018). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2018 AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the 2018 AGM.

LETTER FROM THE BOARD

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; and Appendix II – Details of the Directors Proposed to be Re-elected at the 2018 AGM.

Yours faithfully,

On behalf of the Board

China E-Information Technology Group Limited

Yuan Wei

Executive Director

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2018 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

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

Repurchases of the Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 3,751,297,033 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 10 of the notice of the 2018 AGM in respect of the granting of the Repurchase Mandate and on the basis that the Shares in issue remains unchanged as at the date of the 2018 AGM, i.e. being 3,751,297,033 as at the Latest Practicable Date, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 375,129,703 Shares, representing 10% of the total number of Shares in issue as at the date of the 2018 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the GEM Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position 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 31 December 2017) in the event that the 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 Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the disclosure of interests notice filed, China Shipbuilding Capital Limited was interested in 513,256,000 issued Shares (in which 481,392,000 Shares were directly held by China Shipbuilding Capital Limited and 31,864,000 Shares were held through its controlled corporation, CSIC Investment One Limited), representing approximately 13.68% of the total number of Shares. On the basis that (i) the total number of Shares in issue (being 3,751,297,033 Shares) remains unchanged as at the date of the 2018 AGM and (ii) the above shareholding interest of China Shipbuilding Capital Limited in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2018 AGM (presuming that apart from the decrease of the number of Shares in issue arising from the said full exercise of the Repurchase Mandate, there is no other change in the number of Shares in issue), the shareholding interest of China Shipbuilding Capital Limited in the issued Shares would be increased to approximately 15.20% of the total Shares in issue. As far as the Directors are aware, no Shareholder, other than China Shipbuilding Capital Limited, owns interests of 10% or more in the issued Shares as at the Latest Practicable Date.

The Directors are not aware of any consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

In addition, the GEM Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the GEM or otherwise).

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2017		
May	0.380	0.270
June	0.390	0.260
July	0.315	0.270
August	0.290	0.240
September	0.265	0.210
October	0.315	0.210
November	0.285	0.230
December	0.330	0.235
2018		
January	0.430	0.290
February	0.410	0.370
March	0.385	0.335
April	0.345	0.290
May (up to the Latest Practicable Date)	0.315	0.270

Pursuant to the GEM Listing Rules, the details of the Directors, who will offer themselves for re-election at the 2018 AGM according to the Articles of Association, are provided below:

(1) MR. YUAN WEI

Position & experience

Mr. Yuan Wei (“**Mr. Yuan**”), aged 46, was appointed as an executive Director on 19 November 2013 and further appointed as the authorised representative and compliance officer of the Company on 14 February 2014. Mr. Yuan is also the chairman of both the remuneration committee and the nomination committee of the Company. Mr. Yuan holds an associate degree in Heilongjiang Academy of Finance and Management for Comrades (黑龍江省財貿幹部管理學院). He joined the Beijing Commercial Bank (北京市商業銀行) in 1993 and worked for 12 years. He left the position of manager at the credit department of the Beijing Commercial Bank in 2005. Mr. Yuan then engaged in the finance-related business and has gained more than 20 years of experience in the financial and banking sector. Mr. Yuan is mainly responsible for the strategy formulation of the Company.

Mr. Yuan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Yuan has entered into a service contract with the Company for a term of 3 years and is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yuan held 33,000,000 share options granted by the Company, entitling him to subscribe for 33,000,000 Shares. Save as disclosed above, Mr. Yuan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Yuan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Mr. Yuan is entitled to receive a director's fee and other benefits and a discretionary performance bonus, which are determined by the Board. For the year ended 31 December 2017, Mr. Yuan's total remuneration was HK\$1,772,000.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Yuan to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Yuan that need to be brought to the attention of the Shareholders.

(2) MR. ZHENG ZHIJING**Position & experience**

Mr. Zheng Zhijing ("Mr. Zheng"), aged 55, was appointed as an executive Director on 16 May 2017. He obtained Economics Law degree from Beijing College Finance and Commerce (北京財貿學院). Mr. Zheng has extensive experience in the management field.

Mr. Zheng has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Zheng has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zheng held 10,000,000 share options granted by the Company, entitling him to subscribe for 10,000,000 Shares. Save as disclosed above, Mr. Zheng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Zheng does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

The remuneration of Mr. Zheng is HK\$600,000 per annum, which was determined with reference to his duties and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Zheng to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Zheng that need to be brought to the attention of the Shareholders.

(3) MS. LIN YAN**Position & experience**

Ms. Lin Yan (“**Ms. Lin**”), aged 35, was appointed as an executive Director on 16 May 2017. She graduated from Finance and Accounting of Fujian Normal University (福建師範大學). Ms. Lin has extensive experience in the finance, accounting and management field.

Ms. Lin has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Ms. Lin has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Lin was interested in 126,000,000 Shares. Save as disclosed above, Ms. Lin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Lin does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

The remuneration of Ms. Lin is HK\$600,000 per annum, which was determined with reference to her duties and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Lin to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Lin that need to be brought to the attention of the Shareholders.

(4) MS. WONG HIU PUI**Position & experience**

Ms. Wong Hiu Pui (“**Ms. Wong**”), aged 29, was appointed as an executive Director on 31 August 2017. She obtained a Master of Corporate Communication degree from The Chinese University of Hong Kong and a Bachelor of Advertising degree from Renmin University of China. Ms. Wong has been working in the Corporate Banking Division of China Construction Bank (Asia) Corporation Limited since September 2014. Prior to that, she worked in financial institutions, assisting in human resources duties and providing financial services and solutions to clients.

Ms. Wong has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Ms. Wong has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wong was interested in 120,000 Shares. Save as disclosed above, Ms. Wong was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Wong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

The remuneration of Ms. Wong is HK\$600,000 per annum, which was determined with reference to her duties and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Wong to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Wong that need to be brought to the attention of the Shareholders.

(5) MS. LU XIAOWEI**Position & experience**

Ms. Lu Xiaowei (“**Ms. Lu**”), aged 48, was appointed as an independent non-executive Director on 11 December 2017. Ms. Lu is also a member of both the audit committee and the nomination committee of the Company. She obtained a bachelor of medicine degree from Harbin Medical University, majoring in nursing. Ms. Lu has been the head of the teaching material department and the home care department of Beijing Baocare Yangyi Technology Co., Ltd. (北京寶康養頤科技有限公司) since April 2013. Prior to that, she has been engaged in clinical nursing for nearly 30 years since 1987 and has extensive experience in clinical medicine and clinical nursing. She had acted as a head nurse for 13 years and has strong management skills. She obtained the National Advanced Nutritionist qualification in September 2010. During the work at Beijing Baocare Yangyi Technology Co., Ltd., she, together with colleagues, compiled elderly care teaching materials and an ISO 9001 quality certification manual for the quality management of elderly care institutions, and developed and established a large professional elderly care platform with independent intellectual property rights – “BAOCARE Elderly Care System”. She was also involved in an elderly self-care ability rating assessment organised by the Ministry of Civil Affairs of the PRC.

Ms. Lu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Ms. Lu has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Lu was interested in 1,000,000 Shares. Save as disclosed above, Ms. Lu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Lu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

The remuneration of Ms. Lu is HK\$100,000 per annum, which was determined with reference to her duties and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Lu to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Lu that need to be brought to the attention of the Shareholders.

(6) MR. TANG JIUDA**Position & experience**

Mr. Tang Jiuda (“**Mr. Tang**”), aged 48, was appointed as an independent non-executive Director on 17 April 2018. Mr. Tang is also a member of both the audit committee and the remuneration committee of the Company. He obtained a bachelor’s degree in economics from Renmin University of China in 1994 and a master’s degree in management from Central University of Finance and Economics in 2014. He is currently a senior accountant, Certified Public Accountant and Certified Public Valuer of the PRC. Mr. Tang has been engaged in research of state-owned assets and capital market management for 24 years and has accumulated extensive experience in finance management, investment management, capital operation, corporate legal person structure governance and shareholding reform and listing. From 1994 to 1996, Mr. Tang worked at Haidian District Finance Bureau of Beijing Municipality and Haidian District State-owned Assets Administration Bureau of Beijing Municipality, responsible for financial budgeting and reporting, basic state-owned assets administration and registration of ownership and verification of assets of enterprises not within the scope of budgets in Haidian District, Beijing. From 1996 to 1999, Mr. Tang worked at the finance department of the State-owned Assets Administration Bureau under the State Council of the PRC, serving successively as deputy principal staff member and principal staff member of the general section, the local section and the asset appraisal centre. From 1999 to 2001, Mr. Tang joined Beijing Zhaokun Assets Appraisal Firm Co., Ltd. (北京兆坤資產評估事務所有限公司) as deputy general manager and chief valuer. Mr. Tang has been a senior accountant at Beijing Zhongshui Xincheng Accounting Firm (北京中稅信誠會計師事務所) and Beijing Zhongkuai Xincheng Accounting Firm (北京中會信誠會計師事務所) since 2001, responsible for corporate development planning, strategic research and finance management.

Mr. Tang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Tang has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Tang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

The remuneration of Mr. Tang is HK\$100,000 per annum, which was determined with reference to his duties and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Tang to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders.

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CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED 中國網絡信息科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08055)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China E-Information Technology Group Limited 中國網絡信息科技集團有限公司 (the “**Company**”) will be held at Unit 2609-10, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 29 June 2018 at 10:30 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2017;
2. To re-elect Mr. Yuan Wei as an executive director of the Company;
3. To re-elect Mr. Zheng Zhijing as an executive director of the Company;
4. To re-elect Ms. Lin Yan as an executive director of the Company;
5. To re-elect Ms. Wong Hiu Pui as an executive director of the Company;
6. To re-elect Ms. Lu Xiaowei as an independent non-executive director of the Company;
7. To re-elect Mr. Tang Jiuda as an independent non-executive director of the Company;
8. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
9. To re-appoint McMillan Woods SG CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

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“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options granted under share option scheme(s) of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the Company’s register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 10 and 11 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 11 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 10 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”.

On behalf of the Board

China E-Information Technology Group Limited

Yuan Wei

Executive Director

Hong Kong, 21 May 2018

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Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (i.e. not later than 10:30 a.m. on Wednesday, 27 June 2018). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 26 June 2018 to Friday, 29 June 2018 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited (at its address shown in Note (b) above) for registration no later than 4:30 p.m., on Monday, 25 June 2018.
- (d) References to time and dates in this notice are to Hong Kong time and dates.