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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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

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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)**

### **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 2021 ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China E-Information Technology Group Limited to be held at Unit 2609, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 June 2021 at 10:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the 2021 annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of GEM of The Stock Exchange of Hong Kong Limited ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.irasia.com/listco/hk/chieinfotech](http://www.irasia.com/listco/hk/chieinfotech)).

If you are unable to attend the 2021 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 54, 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 2021 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2021 annual general meeting or any adjourned meeting thereof if they so wish.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed 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.

1 June 2021

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## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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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:*

“2021 AGM”	an annual general meeting of the Company to be held at Unit 2609, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 June 2021 at 10:30 a.m., to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 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”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on 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”	31 May 2021, 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;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“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 Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified from time to time); and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Independent Non-executive Directors:*

Ms. Lu Xiaowei  
Mr. Tang Jiuda  
Ms. Yang Qingchun

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Unit 2609, 26/F  
Office  
TowerConvention Plaza  
1 Harbour Road, Wanchai  
Hong Kong

1 June 2021

*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 2021 ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2021 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, and to give you notice of the 2021 AGM at which the resolutions will be proposed for the Shareholders to consider and, if thought fit, approve such matters.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 29 June 2020, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to allot, issue and deal with new Shares. Such mandates, to the extent not utilized, will lapse at the conclusion of the 2021 AGM.

At the 2021 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to repurchase 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. 393,485,657 Shares on the basis that the existing issued share capital of the Company of 3,934,856,576 Shares remains unchanged as at the date of the 2021 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. 786,971,315 Shares on the basis that the existing issued share capital of the Company of 3,934,856,576 Shares remains unchanged as at the date of the 2021 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 2021 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of the 2021 AGM as set out on pages 17 to 21 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.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Articles 86(3) and 87 of the Articles of Association, Mr. Zheng Zhijing, Ms. Lin Yan, Ms. Wong Hiu Pui, Mr. Lin Ruiping and Mr. Tang Jiuda shall retire at the 2021 AGM and, being eligible, all of them will offer themselves for re-election at the 2021 AGM.

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 proposed to be re-elected at the 2021 AGM are set out in Appendix II to this circular.

### 4. 2021 AGM AND PROXY ARRANGEMENT

The notice of the 2021 AGM is set out on pages 17 to 21 of this circular. At the 2021 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 2021 AGM. An announcement on the poll vote results will be published by the Company after the 2021 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2021 AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.irasia.com/listco/hk/chieinfotech](http://www.irasia.com/listco/hk/chieinfotech)). If you are unable to attend the 2021 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 54, 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 2021 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2021 AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.



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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

In order to determine the identity of the Shareholders who are entitled to attend and vote at the 2021 AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 24 June 2021. The register of members of our Company will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021, both days inclusive, during which period no transfer of shares will be registered.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.

### 7. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the 2021 AGM.

### 8. 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 Retiring Directors Proposed to be Re-elected at the 2021 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 2021 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 3,934,856,576 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the 2021 AGM in respect of the granting of the Repurchase Mandate and on the basis that the number of Shares in issue remains unchanged as at the date of the 2021 AGM, i.e. being 3,934,856,576 Shares 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 393,485,657 Shares, representing 10% of the total number of Shares in issue as at the date of the 2021 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 2020) 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 524,952,000 issued Shares (in which 493,088,000 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 13.34% of the total number of Shares. On the basis that (i) the total number of Shares in issue (being 3,934,856,576 Shares as at the Latest Practicable Date) remains unchanged as at the date of the 2021 AGM and (ii) the number of Shares which China Shipbuilding Capital Limited is interested in 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 2021 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 14.82% of the total number of 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 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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2020</b>		
May	0.039	0.017
June	0.045	0.011
July	0.035	0.019
August	0.033	0.020
September	0.058	0.03
October	0.050	0.03
November	0.049	0.028
December	0.048	0.033
<b>2021</b>		
January	0.040	0.028
February	0.037	0.026
March	0.029	0.016
April	0.029	0.016
May (up to the Latest Practicable Date)	0.045	0.025

*Pursuant to the GEM Listing Rules, the details of the Directors, who will offer themselves for re-election at the 2021 AGM according to the Articles of Association, are provided below:*

**(1) MR. ZHENG ZHIJING**

**Position & experience**

**Mr. Zheng Zhijing**, (“**Mr. Zheng**”), aged 58, was appointed as executive director of the Company on 16 May 2017. Mr. Zheng 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 does not hold any position with the Company and its subsidiaries and he does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

**Length of service**

Mr. Zheng has entered into a service agreement with the Company for a term of 3 years/which has not been appointed for a fixed term of service and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Interest in shares**

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**

Ms. Zheng is entitled to a director's fee of HK\$600,000 per annum and other benefits and a discretionary performance bonus. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to his responsibilities, workload, time devoted to the Company and the performance of the Company.

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

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders in respect of the re-election of Mr. Zheng, nor is there any information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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

**Ms. Lin Yan** (“**Ms. Lin**”), aged 38, was appointed as executive director of the Company on 16 May 2017. Ms. Lin 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 does not hold any position with the Company and its subsidiaries and she does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

**Length of service**

Ms. Lin has entered into a service agreement with the Company for a term of 3 years/which has not been appointed for a fixed term of service and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Interest in shares**

As at the Latest Practicable Date, Ms. Lin has interests in 126,000,000 Shares. Save as disclosed herein, Ms. Lin does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

**Relationships**

As far as the Directors are aware, Ms. Lin is the daughter of Mr. Lin Ruiping, an executive Director of the Company. Ms. Lin does not have any relationships with other 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**

Ms. Lin is entitled to a director's fee of HK\$600,000 per annum and other benefits and a discretionary performance bonus. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to her responsibilities, workload, time devoted to the Company and the performance of the Company.

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

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders in respect of the re-election of Ms. Lin, nor is there any information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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

**Ms. Wong Hiu Pui** (“**Ms. Wong**”), aged 32, was appointed as executive director of the Company on 31 August 2017. Ms. Wong 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 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 entered into a service agreement with the Company for a term of 3 years/which has not been appointed for a fixed term of service and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Interest in shares**

As at the Latest Practicable Date, Ms. Wong has interests in 120,000 Shares. Save as disclosed herein, Ms. Wong does not have any interest in the Shares of the Company within the meaning of 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**

Ms. Wong is entitled to a director's fee of HK\$600,000 per annum and other benefits and a discretionary performance bonus. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to her responsibilities, workload, time devoted to the Company and the performance of the Company.

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

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders in respect of the re-election of Ms. Wong, nor is there any information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**(4) MR. LIN RUIPING****Position & experience**

**Mr. Lin Ruiping** ("Mr. Lin"), aged 65, was appointed as executive director of the Company on 7 August 2020. Mr. Lin obtained a junior college diploma from Beijing Institute of Economic Management\* (北京經濟管理學院), majoring in business administration. He is currently a senior economist and engineer, and he has over 20 years' experience in managing different companies, including acting as chairman of property developers, asset management companies and international gourmet companies.

**Length of service**

Mr. Lin has entered into a service agreement with the Company for a term of 3 years/which has not been appointed for a fixed term of service and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.



**Interest in shares**

As at the Latest Practicable Date, Mr. Lin has interests in 151,936,000 Shares. Save as disclosed herein, Mr. Lin does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

**Relationships**

As far as the Directors are aware, Mr. Lin is the father of Ms. Lin Yan, an executive Director of the Company, Mr. Lin does not have any relationships with other 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. Lin is entitled to a director's fee of HK\$600,000 per annum and other benefits and a discretionary performance bonus. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to his responsibilities, workload, time devoted to the Company and the performance of the Company.

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

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders in respect of the re-election of Mr. Lin, nor is there any information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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

**Mr. Tang Jiuda** (“**Mr. Tang**”), aged 51, was appointed as an independent non-executive director, member of the audit committee and member of the remuneration committee of the Company on 17 April 2018. He was appointed as the chairman of the audit committee of the Company with effect from 8 May 2019. Mr. Tang 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 25 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 stateowned 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 any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Length of service**

Mr. Tang has entered into a service agreement with the Company for a term of 3 years/has not been appointed for a fixed term of service and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Interest in shares**

As at the Latest Practicable Date, Mr. Tang held 2,000,000 share options granted by the Company, entitling him to subscribe for 2,000,000 Shares. Save as disclosed above, 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**

Mr. Tang is entitled to a director's fee of HK\$120,000 per annum and other benefits and a discretionary performance bonus. The remuneration committee of the Company will review and determine the remuneration and compensation package with reference to his responsibilities, workload, time devoted to the Company and the performance of the Company.

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

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders in respect of the re-election of Mr. Tang, nor is there any information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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## NOTICE OF THE 2021 AGM

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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, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 June 2021 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 2020;
2. To re-elect the following persons as directors of the Company:
  - (a) To re-elect Mr. Zheng Zhijing as an executive director of the Company;
  - (b) To re-elect Ms. Lin Yan as an executive director of the Company;
  - (c) To re-elect Ms. Wong Hiu Pui as an executive director of the Company;
  - (d) To re-elect Mr. Lin Ruiping as an executive director of the Company;
  - (e) To re-elect Mr. Tang Jiuda as an independent non-executive director of the Company;
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
5. 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 repurchase its shares on GEM 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 repurchased 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.”;
6. 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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## NOTICE OF THE 2021 AGM

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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
- (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

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“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

7. 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 5 and 6 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 5 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, 1 June 2021

*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 54, 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. 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.

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## NOTICE OF THE 2021 AGM

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- (c) To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021 (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 Thursday, 24 June 2021.
- (d) References to time and dates in this notice are to Hong Kong time and dates.
- (e) Pursuant to the GEM Listing Rules, all resolutions to be proposed at the 2021 AGM convened by this notice will be voted on by way of poll and an announcement on the poll vote results will be published by the Company after the 2021 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
- (f) As at the date of this notice, the Board comprises six executive Directors, namely Mr. Yuan Wei, Ms. Zhang Jianxin, Mr. Zheng Zhijing, Ms. Lin Yan, Ms. Wong Hiu Pui and Mr. Lin Ruiping; and three independent non-executive Directors, namely, Ms. Lu Xiaowei, Mr. Tang Jiuda and Ms. Yang Qingchun.