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

If you have sold or transferred all your securities in **Pan Asia Data Holdings Inc.**, you should at once hand this circular and the accompanying form of proxy and the 2022 Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Pan Asia Data Holdings Inc.

聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SECURITIES
(2) RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Pan Asia Data Holdings Inc. (the “**Company**”) to be held at 10:00 a.m. on Monday, 26 June 2023 at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong is set out in Appendix III on pages 10 to 14 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:00 a.m. on Saturday, 24 June 2023) before the time appointed for holding the annual general meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish.

23 May 2023



Pan Asia Data Holdings Inc.

聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

Executive Directors:

Mr. Gu Zhongli (*Chairman*)

Dr. Wang Bangyi

Mr. Jin Peiyi

Non-executive Director:

Dr. Dong Liuhuan

Independent Non-executive Directors:

Mr. Li Gong

Dr. Shi Ping

Ms. Xu Yanqiong

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 1707-08, 17/F,

New World Tower 1,

16-18 Queen's Road Central,

Hong Kong

23 May 2023

To the shareholders of the Company

Dear Sir or Madam,

**(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SECURITIES
(2) RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide shareholders of the Company (the “**Shareholder(s)**”) with information regarding the resolutions to be proposed at the annual general meeting of the Company to be held on 26 June 2023 (the “**Annual General Meeting**”).

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE BY THE COMPANY OF ITS SECURITIES

At the annual general meeting of the Company held on 1 June 2022, a general mandate was given to the directors of the Company (the “**Director(s)**”) to exercise the powers of the Company to repurchase its securities. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase, for a term and in the terms as stated in the said ordinary resolution, shares of HK\$0.01 each of the Company (the “**Shares**”) up to a maximum of 10% of the number of the issued share capital of the Company at the date of passing such ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement, as required under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) regarding the repurchase by companies with primary listings on the Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate, is set out in Appendix I hereto.

In addition to the ordinary resolution regarding the Repurchase Mandate, two other ordinary resolutions will also be proposed at the Annual General Meeting, one of which will, if approved, grant to the Directors a general mandate to allot, issue and deal with additional Shares not exceeding 20% of the number of the issued share capital of the Company at the date of passing of such resolution (the “**Issue Mandate**”); and the other will, if approved, extend the limit under such Issue Mandate (if granted to the Directors) the number of Shares representing the number of the Shares in the issued capital of the Company repurchased by the Company under the Repurchase Mandate (the “**Extension Mandate**”).

Assuming that there is no change in the issued share capital of the Company from 18 May 2023 being the latest practicable date for ascertaining certain information for inclusion in this circular (“**Latest Practicable Date**”) to the date of passing the relevant resolution, the maximum number of Shares that may be issued pursuant to the Issue Mandate is 178,056,085.

3. RE-ELECTION OF DIRECTORS

According to Article 83 of the memorandum and articles of association of the Company (the “**M&A**”), Dr. Wang Bangyi will retire and, being eligible, will offer himself for re-election at the Annual General Meeting.

According to Articles 84 and 85 of the M&A, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting. Accordingly, Dr. Shi Ping and Ms. Xu Yanqiong shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the Directors subject to retirement by rotation and re-election, as required to be disclosed under Chapter 13 of the Listing Rules, are set out in Appendix II hereto.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The contents of the ordinary resolutions to be proposed (with or without amendment) at the Annual General Meeting are set out in Appendix III hereto.

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:00 a.m. on Saturday, 24 June 2023) before the time appointed for holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RESPONSIBILITY STATEMENT

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

6. RECOMMENDATIONS

The Directors believe that the proposed ordinary resolutions are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the aforesaid proposed resolutions at the Annual General Meeting.

Should there be any inconsistencies between the English texts and the Chinese texts of this circular or the enclosed proxy form, the English texts will prevail over the Chinese texts.

By Order of the Board
Pan Asia Data Holdings Inc.
Gu Zhongli
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your informed consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were in issue an aggregate of 890,280,429 Shares.

Subject to the passing and pursuant to the terms of the ordinary resolution regarding the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 89,028,042 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Cayman Islands Companies Law or the M&A; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES AND POSSIBLE IMPACT

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in its annual report for the year ended 31 December 2022 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the current month and each of the previous twelve months before the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	1.96	1.70
May	1.97	1.65
June	1.91	1.72
July	1.90	1.44
August	1.89	1.54
September	1.71	1.36
October	1.59	1.22
November	1.50	1.25
December	1.98	1.16
2023		
January	1.65	1.24
February	1.45	0.81
March	1.50	1.10
April	1.39	0.99
May (up to the Latest Practicable Date)	1.36	1.01

5. UNDERTAKING AND EFFECT OF REPURCHASE

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any securities of the Company to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell securities of the Company to the Company or its subsidiaries or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

If a Shareholder's proportionate interest in the voting rights of the Company increases upon exercise of the powers to repurchase securities of the Company pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer for all Shares in issue at the time in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Timenew Limited owned 211,669,714 Shares, representing approximately 23.77% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate then (if the present Shareholders' interests in Shares remained the same) the attributable shareholding of Timenew Limited in the Company would be increased to approximately 26.42% of the issued share capital of the Company. The Directors are not aware of any other consequence which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase 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 issued share capital would be in public hands. In any event, the Directors have no present intention to exercise the Repurchase Mandate if the number of Shares held by the public would fall below 25%.

6. SECURITIES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months period ended on the date of this circular.

The followings are the details of the retiring Directors of the Company proposed to be re-elected at the Annual General Meeting:

(i) Dr. Wang Bangyi (“Dr. Wang”)

Dr. Wang, aged 49, was appointed as an executive Director and the chief executive officer of the Company on 22 December 2022. Dr. Wang graduated with a doctorate degree in economics from the School of Economics and Management of Tsinghua University in July 2005, a master’s degree in economics from Xiamen University in June 2000, and a bachelor’s degree in engineering from China Three Gorges University in July 1995. Dr. Wang has nearly 20 years of related specialties and management experience. From March 2017 to July 2022, he served as an executive director, the chief executive officer (CEO) at China Re Asset Management (Hong Kong) Company Limited. From November 2004 to September 2008 and from June 2011 to August 2019, he served as an investment manager, department general manager, chief strategy officer and assistant to the general manager at China Re Asset Management Co., Ltd. From September 2008 to June 2011, he also served as the executive general manager of Investment Department of China Galaxy Financial Holdings Company Limited and a senior commissioner of Investment Management Center of Happy Life Insurance Co., Ltd.. Dr. Wang was appointed as a non-executive director of Beijing Jingneng Clean Energy Co., Limited (a company whose shares are listed on the Stock Exchange with stock code: 579) from January 2019 to September 2022. Dr. Wang was also appointed as a non-executive director of Huadian Fuxin Energy Corporation Limited (a company whose shares are previously listed on the Stock Exchange with stock code: 816 and delisted in October 2020) from June 2019 to October 2020. Dr. Wang was also appointed as a non-executive director of China Development Bank Financial Leasing Co., Ltd. (a company whose shares are listed on the Stock Exchange with stock code: 1606) from March 2020 to December 2021.

Pursuant to the service contract entered into between Dr. Wang and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of three years unless previously terminated by either the Company or Dr. Wang by giving at least one month’s notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the M&A or any other applicable laws from time to time whereby he shall vacate his office. Dr. Wang is entitled to a remuneration of HK\$3,000,000 per annum plus a discretionary bonus as may be determined by the Board with reference to his performance. His fee is determined with reference to market rates and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Dr. Wang has no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed above, Dr. Wang does not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

(ii) Dr. Shi Ping (“Dr. Shi”)

Dr. Shi, aged 60, was appointed as an independent non-executive director of the Company on 10 December 2018. Dr. Shi received a bachelor of science degree in economics from Nanjing University of Finance and Economics in 1985, a master of science degree in economics from Nanjing University in 2006, and also a PhD in resource economics from China University of Geosciences in 2014. Dr. Shi is the Dean of Nanjing Audit University’s School of Crowe Chinese Auditing. Nanjing Audit University is the only university cofounded by National Audit Office of the PRC, one of the 26 Ministries and Commissions composing of the PRC State Council. Dr. Shi is the Chairman of the Jiangsu Association of Wealth Managers and has been awarded with the status of consulting expert on managerial accounting by the Bureau of Finance of Jiangsu Province. Dr. Shi has been involved in financial theory and practice research for over 10 years, and chaired and participated in four research projects of provincial and ministerial levels. Dr. Shi has been a supervisor* (監事) of Nanjing King-friend Biochemical Pharmaceutical Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603707) since 2019 and of Jiangsu Huaxicun Holding Co., Ltd., a company listed on Shenzhen Stock Exchange (stock code: 000936) since 2020. Dr. Shi has been an independent non-executive director of Cocreation Grass Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 605099) since 2021, of Jiangsu Daybright Intelligent Electric Co., Ltd., a company listed on Shenzhen Stock Exchange (stock code: 300670) since 2020, of Nanjing Sengen Technology Co., Ltd.* (南京森根科技股份有限公司) since 2019 and of Kunshan Voso Hinge Intelligence Technology Co., Ltd.* (昆山瑋碩恒基智能科技股份有限公司) since 2021.

Pursuant to the letter of appointment entered into between Dr. Shi and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of three years and will continue thereafter for such period unless previously terminated by either the Company or Dr. Shi by giving at least one month’s notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Dr. Shi is entitled to a Director’s fee of HK\$180,000 per annum. His fee is determined with reference to market rates and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Dr. Shi was interested in 740,000 share options granted under the share option scheme of the Company, and is deemed to be interested in such shares under Part XV of the SFO.

* English translation of name is for identification purpose only

Save as disclosed above, Dr. Shi does not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

(iii) Ms. Xu Yanqiong (“Ms. Xu”)

Ms. Xu, aged 36, was appointed as an independent non-executive director of the Company on 28 December 2021. Ms. Xu obtained a master’s degree of accounting from Macquarie University, Australia, in 2015. Ms. Xu has over 13 years of professional experience in financial management. Ms. Xu was the Finance Director of Sydney Bargo Shell Pty Ltd from 2017 to 2020 and was the Finance Business Partner of Sealord Australia Pty Limited from March 2021 to September 2021. She is a member of CPA Australia.

Pursuant to the letter of appointment entered into between Ms. Xu and the Company, the term of her service, if re-elected at the Annual General Meeting, shall continue for a period of two years and will continue thereafter for such period unless previously terminated by either the Company or Ms. Xu by giving at least one month’s notice in writing. Her appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the M&A or any other applicable laws from time to time whereby she shall vacate her office. Ms. Xu is entitled to a Director’s fee of HK\$180,000 per annum. Her fee is determined with reference to market rates and her duties and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Xu has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xu does not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other matter concerning Dr. Wang, Dr. Shi and Ms. Xu relating to their re-election that needs to be brought to the attention of the shareholders of the Company and there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Pan Asia Data Holdings Inc.****聯洋智能控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Pan Asia Data Holdings Inc. (the “**Company**”) will be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 26 June 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2022.
2. (i) (a) To re-elect Dr. Wang Bangyi as an executive director of the Company.
(b) To re-elect Dr. Shi Ping as an independent non-executive director of the Company.
(c) To re-elect Ms. Xu Yanqiong as an independent non-executive director of the Company.
(ii) To authorize the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint Baker Tilly Hong Kong Limited as auditor and authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

4. (i) “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company or any other rights or securities to subscribe or purchase shares in the share capital of the Company in each case through the facilities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or of another exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to

and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. (10%) of the aggregate number of issued shares of the Company at the date of passing this resolution and the approval in paragraph (a) above shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Memorandum and Articles of Association of the Company (the “M&A”) to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
- (ii) **“THAT:**
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options including convertible securities which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options including convertible securities which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of shares of the Company to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends or a similar arrangement pursuant to the M&A; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants, options or convertible securities of the Company or any securities convertible into shares in the Company, shall not exceed twenty per cent. (20%) of the aggregate number of issued shares of the Company at the date of passing this resolution, and the said approval in paragraph (a) above shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the M&A to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, or any territory outside, Hong Kong applicable to the Company).”

- (iii) “**THAT** conditional upon the passing of the Ordinary Resolutions Nos. 4 (i) and 4 (ii) in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to Ordinary Resolution No. 4 (ii) in the notice of this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No. 4 (i) in the notice of this meeting, provided that such amount shall not exceed ten per cent. (10%) of the aggregate number of issued shares of the Company at the date of passing this resolution.”

By Order of the Board
Pan Asia Data Holdings Inc.
Gu Zhongli
Chairman

Hong Kong, 23 May 2023

Notes:

- (i) Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member holding two or more shares may appoint more than one proxy to attend on the same occasion.
- (ii) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under its seal, or under the hand of an officer or attorney or other person duly authorized.
- (iv) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours (i.e. 10:00 a.m. on Saturday, 24 June 2023) before the time appointed for holding the Meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) All voting at the Meeting shall be conducted by way of poll.
- (vi) The register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 19 June 2023.

(vii) If tropical cyclone warning signal no. 8 or above, or an announcement by the Hong Kong Government of “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force (or has not been withdrawn) at 7:00 a.m. on Monday, 26 June 2023, the Meeting will be postponed and an announcement with details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether to attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

(viii) At the date of this notice, the Board comprises

Executive Directors:

Mr. Gu Zhongli (*Chairman*)

Dr. Wang Bangyi

Mr. Jin Peiyi

Non-Executive Director:

Dr. Dong Liuhuan

Independent Non-Executive Directors:

Mr. Li Gong

Dr. Shi Ping

Ms. Xu Yanqiong