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

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

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

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

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

- (1) 2022 WORK REPORT OF THE BOARD**
  - (2) 2022 WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**
  - (3) 2022 WORK REPORT OF THE BOARD OF SUPERVISORS**
  - (4) 2022 FINAL ACCOUNTS REPORT**
  - (5) 2023 FINANCIAL BUDGET REPORT**
  - (6) 2022 PROFIT DISTRIBUTION PLAN**
  - (7) 2023 DEVELOPMENT AND INVESTMENT PLAN**
  - (8) BANK CREDIT IN 2023**
  - (9) PROVISION OF GUARANTEE FOR THE FINANCING OF SUBSIDIARIES IN 2023**
  - (10) ACQUIRING WEALTH MANAGEMENT PRODUCTS WITH IDLE SELF-OWNED FUNDS IN 2023**
  - (11) RE-APPOINTMENT OF AUDITOR FOR 2023**
  - (12) PROPOSED GRANTING OF A GENERAL MANDATE TO THE BOARD TO ISSUE H SHARES**
  - (13) PROPOSED GRANTING OF A GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES**
- AND**
- NOTICE OF THE 2022 ANNUAL GENERAL MEETING AND  
NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING**

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The AGM, the Domestic Share Class Meeting and the H Share Class Meeting will be held by the Company at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Thursday, May 18, 2023. The notice of the AGM and the notice of the H Share Class Meeting are set out on pages 22 to 24 and pages 25 to 26 of this circular, respectively

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

April 27, 2023

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the 2022 annual general meeting of the Company to be held at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Thursday, May 18, 2023, or any adjournment thereof (as the case may be)
“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Company”	Huitongda Network Co., Ltd., a joint stock company established under the laws of the PRC with limited liability on December 6, 2010, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9878)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which is (are) subscribed for or credited as fully paid in Renminbi
“Domestic Share Class Meeting”	the 2023 second domestic share class meeting of the Company to be held immediately after the conclusion of the AGM at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC, on Thursday, May 18, 2023
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and are listed on the Hong Kong Stock Exchange
“H Share Class Meeting”	the 2023 second H Share class meeting of the Company to be held immediately after the conclusion of the Domestic Share Class Meeting at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC, on Thursday, May 18, 2023
“H Shareholder(s)”	holder(s) of H Share(s)
“HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 20, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including Domestic Share(s) and H Share(s)
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks (as amended, supplemented or otherwise modified from time to time)
“%”	per cent

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LETTER FROM THE BOARD

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**Huitongda Network Co., Ltd.**

**匯通達網絡股份有限公司**

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

**(Stock Code: 9878)**

*Chairman and non-executive Director:*

WANG Jianguo

*Executive Directors:*

XU Xiuxian (*Chief Executive Officer*)

ZHAO Liangsheng

SUN Chao

*Non-executive Directors:*

CAI Zhongqiu

WANG Ran

*Independent non-executive Directors:*

YU Lixin

LIU Xiangdong

CHENG Zichuan

*Registered Office and Headquarters:*

Huitongda Building

50 Zhongling Street, Xuanwu District

Nanjing

Jiangsu Province

PRC

*Principal Place of Business in Hong Kong:*

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

April 27, 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) 2022 WORK REPORT OF THE BOARD**
- (2) 2022 WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**
- (3) 2022 WORK REPORT OF THE BOARD OF SUPERVISORS**
- (4) 2022 FINAL ACCOUNTS REPORT**
- (5) 2023 FINANCIAL BUDGET REPORT**
- (6) 2022 PROFIT DISTRIBUTION PLAN**
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- (13) PROPOSED GRANTING OF A GENERAL MANDATE TO THE  
BOARD TO REPURCHASE H SHARES**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

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

### 2. MATTERS TO BE RESOLVED AT THE AGM AND/OR THE H SHARE CLASS MEETING

Ordinary resolutions will be proposed at the AGM to approve: (i) 2022 work report of the Board; (ii) 2022 work report of independent non-executive Directors; (iii) 2022 work report of the Board of Supervisors; (iv) 2022 final accounts report; (v) 2023 financial budget report; (vi) 2022 profit distribution plan; (vii) 2023 development and investment plan; (viii) bank credit in 2023; (ix) provision of guarantee for the financing of subsidiaries in 2023; (x) acquiring wealth management products with idle self-owned funds in 2023; and (xi) re-appointment of auditor for 2023.

Special resolutions will be proposed at the AGM to approve: (xii) proposed granting of a general mandate to the Board to issue H Shares; and (xiii) proposed granting of a general mandate to the Board to repurchase H Shares.

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

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and/or the H Share Class Meeting and to make well-informed decisions, the Company has provided detailed information in this circular, including matters to be resolved at the AGM and/or the H Share Class Meeting (see Appendix I), 2022 work report of independent non-executive Directors (see Appendix II) and explanatory statement on the H Share repurchase mandate (see Appendix III).

### 3. AGM AND H SHARE CLASS MEETING AND VOTING METHOD

The AGM, the Domestic Share Class Meeting and the H Share Class Meeting will be held by the Company at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Thursday, May 18, 2023. The notice of the AGM and the notice of the H Share Class Meeting are set out on pages 22 to 24 and pages 25 to 26 of this circular, respectively.

The register of members of the Company is closed from Monday, May 15, 2023 to Thursday, May 18, 2023 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the AGM and/or the H Share Class Meeting, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the AGM and/or the H Share Class Meeting, all completed transfer documents together with the relevant Share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong

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## LETTER FROM THE BOARD

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Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 4:30 pm on Friday, May 12, 2023. All Shareholders whose names appear on the register of members of the Company on Thursday, May 18, 2023 are entitled to attend and vote at the AGM and/or the H Share Class Meeting.

Forms of proxy for the AGM and the H Share Class Meeting are enclosed with this circular and is available on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.htd.cn](http://www.htd.cn)). Shareholders who wish to appoint proxies to attend the AGM and/or the H Share Class Meeting are requested to complete and return the form(s) of proxy to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 24 hours before the time of the AGM and/or the H Share Class Meeting (i.e. before 2:00 p.m. on Wednesday, May 17, 2023). Completion and return of the form(s) of proxy will not preclude Shareholders from attending and voting in person at the AGM and/or the H Share Class Meeting or any adjournment thereof should they so wish at that time.

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

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at Latest Practicable Date, Mr. WANG Jianguo, Mr. XU Xiuxian, Mr. WANG Jian as well as Nanjing Yuanbai Enterprise Management Centre (Limited Partnership) have material interests in the No. 8 resolution on bank credit in 2023, and must abstain from voting on the resolution. Save for disclosed above, no Shareholder will be required to abstain from voting on the relevant resolution at the AGM and/or the H Share Class Meeting.

#### 4. RECOMMENDATION

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

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

**I. 2022 WORK REPORT OF THE BOARD**

For the major contents of the 2022 work report of the Board of the Company, please refer to the report of the Directors set out in the Company's 2022 Annual Report published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.htd.cn](http://www.htd.cn)) on April 26, 2023.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**II. 2022 WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

For the full text of the 2022 work report of independent non-executive Directors of the Company, please refer to Appendix II to this circular.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**III. 2022 WORK REPORT OF THE BOARD OF SUPERVISORS**

For the main contents of the 2022 work report of the Board of Supervisors of the Company, please refer to the Report of the Board of Supervisors contained in the 2022 Annual Report of the Company published on April 26, 2023 on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.htd.cn](http://www.htd.cn)).

This resolution was considered and approved by the Board of Supervisors on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**IV. 2022 FINAL ACCOUNTS REPORT**

The Company has prepared its financial statements for 2022 in accordance with the International Accounting Standards and engaged KPMG to audit the Company's financial statements. KPMG has issued a standard unqualified auditor's report to the Company. For the details of the above statements, please refer to the financial report in the Company's 2022 Annual Report published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.htd.cn](http://www.htd.cn)) on April 26, 2023.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**V. 2023 FINANCIAL BUDGET REPORT**

In accordance with the Company's strategic development objectives and business development needs, the Company has prepared the 2023 financial budget report.

According to the 2023 financial budget report, the Company expects to invest approximately RMB2.399 billion in expenses for various items in 2023, mainly for increasing the inputs in personnel, marketing, technology research and development, warehousing and logistics, fixed assets and daily operation.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

#### **VI. 2022 PROFIT DISTRIBUTION PLAN**

According to the 2022 audit report issued by KPMG, the Group recorded a net profit of RMB510 million, of which the parent company recorded a net profit of RMB287 million.

The Board proposes not to make profit distribution or capitalization of capital reserve for this year, to secure the sustainable, stable and sound development of the Company and better safeguard the long-term interests of all Shareholders.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

#### **VII. 2023 DEVELOPMENT AND INVESTMENT PLAN**

In 2023, the operation and management team of the Company will continue to optimise and upgrade the Company's business model.

To this end, the Company's development and investment direction in 2023 will continue to focus on "building, replenishing and strengthening the chain", further increase investment in strategic supply chain resources for upstream brand manufacturers, and take into account the expansion of regional outlets meanwhile. The Company will make full use of various methods to improve the capacity building of the core industrial chain, and build the Company's ecological barrier.

Based on the above strategic objectives as well as the investment and development situation in 2022 and the operating budget for 2023, the Company expects an overall planned capital investment of RMB650 million in 2023.

At the same time, it is proposed at the AGM to authorize the Board which may delegate such authority to the Company's management to act depending on the projects invested, within the total investment amount specified in the 2023 development and investment plan.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

### **VIII. BANK CREDIT IN 2023**

To ensure the normal development of business, the Company intends to newly apply for RMB2 billion banking facilities in 2023 including but not limited to ICBC, Bank of China, Bank of Communications, China Merchants Bank and other financial institutions. Types of credit include but not limited to line of credit for bank note exposure, loan, letter of guarantee, supply chain, etc. The total bank line of credit shall be limited to RMB18.55 billion.

For the above bank credit, it is proposed to continue to be jointly and severally guaranteed by Mr. WANG Jianguo, the substantial shareholder of the Company, and his controlled company Five Star Holdings Group Co., Ltd., if the credit is granted to the Company; and to be jointly and severally guaranteed by the Company if the credit is granted to the Company's business divisions and branch subsidiaries.

The above joint and several liability guarantees provided by Mr. WANG Jianguo, the substantial shareholder of the Company, and his controlled company Five Star Holdings Group Co., Ltd., constitute the financial assistance to be provided by connected persons for the benefit of the Group and are on normal commercial terms or better commercial terms. Furthermore, such financial assistance is not secured by the assets of the Group. Accordingly, such financial assistance is exempt from all requirements of reporting, annual review, announcement and independent Shareholders' approval according to Rule 14A.90 of the Listing Rules.

At the same time, it is proposed at the AGM to authorize the Board which may delegate such authority to the Company's management to act depending on use of funds within the above total line of credit.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

### **IX. PROVISION OF GUARANTEE FOR THE FINANCING OF SUBSIDIARIES IN 2023**

The Company intends to provide guarantee for the external bank financing activities and supplier credit of its high-quality subsidiaries, with the total guarantee balance limited to RMB3 billion and not exceeding 30% of the Company's net assets and 10% of its total assets as of the latest account. The purpose is to fully motivate the operational enthusiasm and independence of the Company's subordinate operating entities and encourage them to optimize their settlement methods and independent financing.

At the same time, it is proposed at the AGM to authorize the Board which may delegate such authority to the Company's management to act depending on use of funds within the above total guarantee balance.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**X. ACQUIRING WEALTH MANAGEMENT PRODUCTS WITH IDLE SELF-OWNED FUNDS IN 2023**

The Company intends to use its idle self-owned funds to purchase wealth management products on the premise of ensuring its normal operation, to improve the efficiency of use of funds and rationalize the use of idle funds.

**(I) Investment amount**

The Company intends to use its idle self-owned funds of not exceeding RMB4 billion in total to purchase wealth management products within the authorization period, and the funds can be used on a rolling basis within the above amount.

**(II) Investment variety**

The wealth management products that the Company intends to purchase are short-term (within 12 months) low-risk products, and the funds are invested in fixed-income and fixed-class income products with expected returns higher than the interest rates of bank deposits in the same period. Such purchase is an important financial management tool for the Company to improve the efficiency of use of idle self-owned funds under the premise of risk control.

**(III) Investment risk analysis and risk control measures**

**1. Investment risk**

The funds used for the short-term wealth management products to be invested by the Company are idle self-owned funds, without detriment to the Company's daily capital turnover needs or the normal development of the Company's principal business. The Company is currently in a sound financial position. The use of the corresponding funds will not affect the development of the Company's daily business, but will increase the income of idle self-owned funds, which is in the interest of all Shareholders.

**2. Risk control measures**

- (1) The Company intends to purchase short-term wealth management products, which are invested in fixed-income and fixed-class income products and cannot be used for other financial products with stocks and their derivatives as investment targets. In this sense, the risks are controllable. The relevant personnel of the Company's financial management center will analyze and track the investment orientation of the wealth management products and project progress in time. If finding risk factors that may affect the security of the Company's funds through evaluation, they will take measures to control the investment risk in time.

- (2) The Company's fund management department will establish a ledger to manage the short-term wealth management products, and the accounting department will establish complete accounts for the financial accounting of the use of funds.
- (3) The independent non-executive Directors and the Board of Supervisors have the right to supervise and inspect the use of funds, and may engage professional institutions to conduct audits when necessary.

**(IV) Decision-making procedures**

In accordance with the relevant provisions of the Articles of Association and the Management Regulation governing the External Investment of the Company, this resolution shall be submitted to the general meeting for consideration and approval.

**(V) Authorization period**

The authorization period shall be from the date of consideration and approval of this resolution at the AGM to the date of the next annual general meeting of the Company.

Meanwhile, it is proposed at the AGM to authorize the Board which may delegate such authority to the Company's management to be responsible for investment decision-making and purchases of wealth management products within the above investment varieties and amount.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**XI. RE-APPOINTMENT OF AUDITOR FOR 2023**

The total fee with tax included for the audit services conducted and provided by KPMG engaged by the Company in 2022 was approximately RMB7.917 million.

The Board proposes to re-appoint KPMG as the Company's auditor for 2023 for a term of one year. The auditor's remuneration for 2023 will be determined based on the auditor's specific workload and market price level.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as an ordinary resolution for consideration and approval at the AGM.

**XII. PROPOSED GRANTING OF A GENERAL MANDATE TO THE BOARD TO ISSUE H SHARES**

It is suggested to propose to the AGM to grant a general and unconditional mandate to the Board to determine to separately or concurrently allot, issue and deal with no more than 20% of the number of issued H Shares of the Company, or securities, share options and warrants convertible into such Shares, or similar rights to subscribe for H Shares (“**Similar Rights**”), so as to meet the needs of the Company’s business development, consolidate the Company’s leading position in the industry, further improve the Company’s capital strength and comprehensive strength, and increase decision-making efficiency to grasp the market opportunity. As at the Latest Practicable Date, the issued Shares of the Company consisted of 382,303,498 Domestic Shares and 180,266,339 H Shares. Subject to the approval of this resolution and assuming that no H Share will be issued prior to the AGM, the Company may issue up to 36,053,267 H Shares pursuant to the general mandate.

Details of the above general mandate are as follows:

- I. To grant a general and unconditional mandate to the Board to determine to allot, issue and deal with H Shares or Similar Rights, separately or concurrently, and to determine the terms and conditions for allotting, issuing and dealing with such new H Shares or Similar Rights including but not limited to:
  1. the class and number of new H Shares and/or Similar Rights proposed to be issued;
  2. the pricing methods, target subscribers, interest rate and issuance/conversion/exercise price (including price range) of the new H Shares and/or Similar Rights;
  3. the commencement and closing dates of the issuance;
  4. the use of proceeds from the new H Shares and/or Similar Rights proposed to be issued;
  5. the class and number of new H Shares and/or Similar Rights proposed to be issued to existing Shareholders; and/or
  6. the making or granting of offers for sale, agreements, share options, convertible rights or other rights (including rights under the equity incentive scheme, unless otherwise provided by applicable laws and regulations) which may be required for the exercise of such rights.

- II. The number of H Shares to be allotted, issued and dealt with separately or concurrently (whether under a share option or otherwise) by the Board under the general mandate (excluding Shares issued by way of capitalization of reserves) shall not exceed 20% of the number of H Shares of the Company in issue at the time this resolution is considered and approved by the Company at the AGM.
- III. If the Board has decided to allot, issue and deal with H Shares or Similar Rights within the Issuance Relevant Period (as defined below), and the Company has obtained the relevant approval, permission or registration (if applicable) from the regulatory authorities within the validity period of authorization, the Board may complete the relevant allotment, issuance and disposal within the validity period confirmed by relevant approval, permission or registration.
- IV. To authorize the Board to obtain approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with applicable laws as amended from time to time (including but not limited to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Listing Rules, or the applicable laws and regulations of the regulatory authorities in the place where the Company's shares are listed), and exercise general mandate.
- V. To authorize the Board to approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the allotment, issuance and disposal of any new H Shares pursuant to the exercise of the general mandate, complete necessary formalities and procedures, and take other necessary actions.
- VI. To authorize the Board at the time of allotment of new H Shares and after the completion of the issuance, to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association in accordance with the method and number of the allotment and issuance of new H Shares of the Company and the shareholding structure of the Company upon completion of the allotment and issuance of new H Shares.
- VII. The general mandate shall be valid from the date when this resolution is considered and approved by the annual general meeting to the following date, whichever is earlier (the "**Issuance Relevant Period**"):
1. the expiration of 12 months from the date when this resolution is considered and approved at the AGM;
  2. the conclusion of the 2023 annual general meeting of the Company; or
  3. the date on which the mandate granted under this resolution is revoked or amended by the Shareholders at any general meeting by way of special resolution.

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as a special resolution for consideration and approval at the AGM.

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

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

Details of the H Share Repurchase Mandate are as follows:

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

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

- (2) The H Share Repurchase Mandate shall be subject to the fulfillment of all of the following conditions precedent:
  1. The obtaining of approvals from all competent regulatory authorities (if applicable) in accordance with the laws and regulations in the PRC;
  2. Pursuant to the Company Law of the People's Republic of China and the notice procedures stipulated in the Articles of Association, in the event no creditor requires the Company to repay or provide security for any amount owed by the Company to the creditor, or if any of the Company's creditors requires the Company to repay or provide security, the Company has, at its sole and absolute discretion, made repayments or provided security for such amount. If the Company decides to repay any amount to any of its creditors, the Company will use internal funds to repay such amount.
  
- (3) The “**Repurchase Relevant Period**” in this resolution refers to the period commencing on the date on which this resolution is considered and approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting and ending at the earliest of:
  1. the expiration of 12 months from the date on which this resolution is considered and approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting;
  2. the conclusion of the 2023 annual general meeting of the Company; or
  3. the date on which the mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution or by the Domestic Shareholders and H Shareholders at their respective class meetings by way of special resolution.

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

This resolution was considered and approved by the Board on March 28, 2023 and is being proposed as a special resolution for consideration and approval at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.

In 2022, in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Guiding Opinions on the Establishment of an Independent Non-Executive Director System in Listed Companies, the Articles of Association of the Company and other relevant regulations, they, as independent non-executive Directors of Huitongda Network Co., Ltd. (the "Company"), fulfilled their duties in the principles of independence, objectivity and impartiality, performed duties in accordance with the laws, exercised due diligence in the daily work and decision-making of the Board, and expressed independent and objective opinions on major matters considered by the Board. Their work safeguarded the legitimate rights and interests of all Shareholders, particularly minority Shareholders. The report on the performance of duties of the independent non-executive Directors for 2022 is set out below:

### I. PARTICULARS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company's independent non-executive Directors have the professional knowledge required to perform their duties, extensive experience in the industry and the ability to exercise independent judgment. The biographical details of the current independent non-executive directors of the Company are as follows:

Ms. YU Lixin, Chinese Certified Public Accountant, managing partner of Talent Certified Public Accountants LLP. She is currently an independent director of a number of listed companies in China and has over 30 years of experience in the financial field.

Mr. LIU Xiangdong, is a professor and doctoral supervisor at the Business College of the Renmin University of China. He was a member of the School Council, director of the Development Planning Division, and Vice Dean of Business College of the Renmin University of China. He is an independent director and consultant of a number of domestic listed companies and e-commerce enterprises, and a special expert of China Chain-Store & Franchise Association (CCFA). His main research areas include industrial economics, e-commerce theory and practice, digital transformation, and retail and distribution economics.

Mr. CHENG Zichuan has obtained a Master of Business Administration at Waseda University in Japan. He serves as the general manager of Investment and Financing Department of Nanjing Lingxing Technology Co., Ltd. (南京領行科技股份有限公司). Mr. CHENG successively served as a manager of China Business Division of ORIX Group, a vice president in the investment banking department at ORIX Asia Capital Limited, a president of the investment and financing department of Hong Yang Group Company Limited (弘陽集團有限公司) and an assistant president of the capital market center of Leading Hong Kong Holdings Limited (領地香港有限公司).

The independence is not affected by any relationship between the independent non-executive Directors and the Company, or by the Company's major Shareholders, de facto controller, or other units or individuals with an interest in the Company

**II. PARTICIPATION IN THE BOARD (INCLUDING SPECIAL COMMITTEES) AND ATTENDANCE AT THE GENERAL MEETING**

In 2022, the Company convened 8 Board meetings, 4 audit committee meetings, 2 strategy committee meetings, 3 remuneration and appraisal committee meetings and 3 nomination committee meetings. HUANG Shun, an independent non-executive Director, attended 4 Board meetings, 2 audit committee meetings and 1 remuneration and appraisal committee meeting; independent non-executive Director, YU Lixin, attended 4 Board meetings, 2 audit committee meetings and 2 remuneration and appraisal committee meetings; independent non-executive Director, LIU Xiangdong, attended 8 Board meetings, 4 audit committee meetings, 3 nomination committee meetings and 3 remuneration and appraisal committee meetings; independent non-executive Director, Cheng Zichuan, attended 8 Board meetings and 3 nomination committee meetings. In 2022, the independent non-executive Directors did not raise any objection to the resolutions considered by the Board and its special committees in 2022.

In 2022, independent non-executive Director HUANG Shun attended 1 general meeting, independent non-executive Director YU Lixin attended 1 general meeting, independent non-executive Director CHENG Zichuan attended 2 general meetings, and independent non-executive Director LIU Xiangdong attended 2 general meetings.

**III. MATTERS OF KEY CONCERN TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS IN THEIR ANNUAL DUTIES****(I) Connected transactions**

In 2022, we carefully reviewed the connected transactions of the Company and were of the view that: The connected transactions were in compliance with the principles of fairness, justice and openness and conducive to the development of the relevant principal business of the Company, without affecting the independence of the Company. The pricing principles of the connected transactions between the Company and the connected person were fair and reasonable, without detriment to the interests of the Company and minority Shareholders. The consideration and voting of the relevant resolutions were in strict accordance with the Articles of Association and the Measures for the Administration of Related Party Transactions of the Company, and the decision-making procedures were legal and compliant.

**(II) External guarantee and capital occupation**

In 2022, the Company provided guarantees for the external bank financing activities and supplier credit of its high-quality subsidiaries. That was not only conducive to the Company's business development and the virtuous cycle for the Company's supply chain system but also suited to the Company's operational realities and overall development strategy. The decision-making procedures of the Company's external guarantees were in compliance with relevant laws, rules and regulations as well as the provisions of the Articles of Association. In 2022, there was neither guarantee for nor capital occupation by the de facto controller and the enterprises under its control.

**(III) Appointment and removal as well as remuneration and appraisal of senior management**

In 2022, the Company's operation and management team was stable. In order to better communicate with shareholders and investors and ensure the compliance of information disclosure, Mr. XING Jun (邢軍) was newly appointed senior management of the Company and there was no dismissal of other senior management. The remuneration of the senior management of the Company is in compliance with the requirements of the Company's performance appraisal and relevant remuneration system, and the payment of remuneration is in compliance with the requirements of relevant laws, the Articles of Association and rules and regulations.

**(IV) Appointment of auditor**

In 2022, the independent non-executive directors carefully considered the Resolution on the Engagement of Auditor for 2022. As audited, KPMG has the statutory qualification to provide audit services for listed companies. KPMG complied with the auditing standards and other laws and regulations, abided by professional ethics, earnestly performed the audit duties, and completed the audit work independently, objectively and fairly. The appointment of such firm as the auditor of the Company for 2022 is in compliance with the relevant requirements of the Company Law and the Articles of Association and will not prejudice the interests of the Company or the Shareholders.

**(V) Profit distribution**

In 2022, in light of the characteristics of the industry and its development stage and capital requirements of the Company, the Company decided not to distribute profits for the time being but used the undistributed profits to supplement its working capital. We carefully reviewed the above profit distribution plan and were of the view that it was in compliance with the relevant provisions of the Articles of Association on profit distribution and conducive to the stable operation and sustainable development of the Company, without detriment to the interests of minority Shareholders.

**(VI) Implementation of internal control**

In 2022, in accordance with the provisions of the Basic Standard for Enterprise Internal Control and its supporting guidelines and other internal control regulatory requirements, the Company proactively identified and evaluated internal control risks and identified internal control deficiencies. Based on its internal control policy and evaluation methods, the Company prepared the 2022 Evaluation Report on Internal Control, stating the scope of internal control evaluation, the basis of work and deficiency identification criteria, and evaluated the effectiveness of internal control of key business processes and key control links. We listened to the report on internal control efforts of the Company and made constructive comments and suggestions.

**(VII) Others**

In 2022, in strict accordance with the relevant laws and regulations and the Articles of Association of the Company, we performed our duties as independent non-executive Directors faithfully, diligently and conscientiously, and exercised our due functions and power prudently, conscientiously and objectively, to secure the sustainable growth of the Company's operation. We paid continuous attention to the implementation and improvement of the Company's policies of operation, management and internal control, the implementation of Board resolutions, financial management, progress of member operation and investment development and other related matters. We also identified problems in the Company's operation and potential risk factors, and made professional suggestions for the Company's decision-making and risk prevention.

**IV. OVERALL EVALUATION**

In 2022, the independent non-executive Directors of the Company, in the principles of independence, objectivity and impartiality, conscientiously and faithfully performed the duties conferred by relevant laws and regulations and the Articles of Association of the Company, participated in the decision-making on major matters of the Company, and expressed their opinions prudently and objectively. Their work played a positive role in safeguarding the legitimate rights and interests of all Shareholders and contributed to the stable and sound development of the Company.

**Huitongda Network Co., Ltd.**  
*Independent non-executive Directors*  
**Ms. YU Lixin, Mr. LIU Xiangdong and**  
**Mr. CHENG Zichuan**

March 28, 2023

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

## **1. SHARE CAPITAL**

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

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

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

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

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

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

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

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

There might be an adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2022) in the event that the H Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF H SHARES**

The highest and lowest monthly prices per Share at which H Shares have traded on the Hong Kong Stock Exchange during the period of twelve months prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2022	49.50	42.80
May 2022	49.00	40.40
June 2022	63.00	44.60
July 2022	60.35	51.40
August 2022	64.70	52.35
September 2022	53.15	33.00
October 2022	37.00	29.65
November 2022	38.05	27.90
December 2022	42.70	28.80
January 2023	44.20	36.75
February 2023	41.50	33.00
March 2023	35.00	29.50
April 2023 ( <i>up to the Latest Practicable Date</i> )	33.25	28.35

**6. GENERAL INFORMATION**

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

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

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

**7. TAKEOVERS CODE**

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

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

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

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

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

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

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Hong Kong Stock Exchange or otherwise).

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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**Huitongda Network Co., Ltd.**

**匯通達網絡股份有限公司**

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

**(Stock Code: 9878)**

### NOTICE OF THE 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “AGM”) of Huitongda Network Co., Ltd. (the “Company”) will be held at 2:00 p.m. on Thursday, May 18, 2023 at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC for considering and, if thought fit, adopting the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the 2022 work report of the Board of the Company.
2. To consider and approve the 2022 work report of independent non-executive Directors of the Company.
3. To consider and approve the 2022 work report of the Board of Supervisors of the Company.
4. To consider and approve the 2022 final accounts report of the Company.
5. To consider and approve the 2023 financial budget report of the Company.
6. To consider and approve the 2022 profit distribution plan of the Company.
7. To consider and approve the 2023 development and investment plan of the Company.
8. To consider and approve the resolution on bank credit in 2023.
9. To consider and approve the resolution on provision of guarantee for the financing of subsidiaries in 2023.
10. To consider and approve the resolution on acquiring wealth management products with idle self-owned funds in 2023.
11. To consider and approve the resolution on the re-appointment of auditor for 2023.

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

12. To consider and approve the proposed granting of a general mandate to the Board of the Company to issue H Shares.
13. To consider and approve the proposed granting of a general mandate to the Board of the Company to repurchase H Shares.

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

Nanjing, the PRC  
April 27, 2023

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Monday, May 15, 2023 to Thursday, May 18, 2023 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the AGM, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the AGM, all completed transfer documents together with the relevant Share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday May 12, 2023 (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for domestic Shareholders). All Shareholders whose names appear on the register of members of the Company on Thursday, May 18, 2023 are entitled to attend and vote at the AGM.
2. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company but must attend the AGM in person to represent the relevant Shareholder.

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

In order to be valid, the proxy form together with the notarized power of attorney or other authorization documents (if any) must be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for domestic Shareholders) not less than 24 hours before the time fixed for holding the AGM (i.e. before 2:00 p.m. on Wednesday, May 17, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish at that time.

3. If the attending Shareholder is a corporation, its legal representative shall present his or her ID card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Article 110 of the Articles of Association of the Company, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolutions contained in the Notice of the 2022 Annual General Meeting will be conducted by poll.
5. The AGM is expected to last for half a day. Shareholders or their proxies attending the AGM (and any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.
6. For details of the resolutions, please refer to the circular (the "**Circular**") of the Company dated April 27, 2023. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Circular.

*As at the date of this notice, the Board comprises the Chairman and non-executive Director, namely Mr. WANG Jianguo; the executive Directors, namely Mr. XU Xiuxian, Mr. ZHAO Liangsheng and Mr. SUN Chao; the non-executive Directors, namely Mr. CAI Zhongqiu and Mr. WANG Ran; and the independent non-executive Directors, namely Ms. YU Lixin, Mr. LIU Xiangdong and Mr. CHENG Zichuan.*

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## NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

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**Huitongda Network Co., Ltd.**

**匯通達網絡股份有限公司**

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

**(Stock Code: 9878)**

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

**NOTICE IS HEREBY GIVEN** that the 2023 second H share class meeting (the “**H Share Class Meeting**”) of Huitongda Network Co., Ltd. (the “**Company**”) will be held at Dongyuan Hotel, 8 Zhongshan Ling, Xuanwu District, Nanjing, Jiangsu Province, the PRC on Thursday, May 18, 2023 immediately after the conclusion of the 2023 second domestic share class meeting for considering and, if thought fit, adopting the following resolution:

#### **SPECIAL RESOLUTION**

1. To consider and approve the proposed granting of a general mandate to the Board of the Company to repurchase H Shares.

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

Nanjing, the PRC  
April 27, 2023

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## NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

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*Notes:*

1. The register of members of the Company will be closed from Monday, May 15, 2023 to Thursday, May 18, 2023 (both days inclusive) for determining the entitlement of H Shareholders to attend and vote at the H Share Class Meeting, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the H Share Class Meeting, all completed transfer documents together with the relevant Share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, May 12, 2023. All H Shareholders whose names appear on the register of members of the Company on Thursday, May 18, 2023 are entitled to attend and vote at the H Share Class Meeting.
2. A Shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company but must attend the H Share Class Meeting in person to represent the relevant Shareholder.

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

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

3. If the attending Shareholder is a corporation, its legal representative shall present his or her ID card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.
4. Pursuant to Rule 13.39(4) of the Listing Rules and Article 110 of the Articles of Association of the Company, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolution contained in the Notice of the 2023 Second H Share Class Meeting will be conducted by poll.
5. The H Share Class Meeting is expected to last for half a day. Shareholders or their proxies attending the H Share Class Meeting (and any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the H Share Class Meeting shall be responsible for their own traveling and accommodation expenses.
6. For details of the resolution, please refer to the circular (the "**Circular**") of the Company dated April 27, 2023. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Circular.

*As at the date of this notice, the Board comprises the Chairman and non-executive Director, namely Mr. WANG Jianguo; the executive Directors, namely Mr. XU Xiuxian, Mr. ZHAO Liangsheng and Mr. SUN Chao; the non-executive Directors, namely Mr. CAI Zhongqiu and Mr. WANG Ran; and the independent non-executive Directors, namely Ms. YU Lixin, Mr. LIU Xiangdong and Mr. CHENG Zichuan.*