
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY AND

PROPOSED RE-ELECTION OF THE DIRECTORS OF THE COMPANY AND

NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

A notice convening an annual general meeting of Suoxinda Holdings Limited to be held at 1801, Microprofit Building, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the People's Republic of China on Monday, 25 October 2021 at 3:00 p.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the 2021 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.datamargin.com).

Whether or not you are able to attend the 2021 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2021 annual general meeting (i.e. not later than 3:00 p.m. on Saturday, 23 October 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

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

21 September 2021

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DEFINITIONS

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

“2021 AGM”	an annual general meeting of the Company to be held at 1801, Microprofit Building, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the People’s Republic of China on Monday, 25 October 2021 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Suoxinda Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	16 September 2021, 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;

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial Shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“%”	per cent.

* *The English translations of the PRC entities, enterprises and organisation in this circular are marked with * and are for identification purposes only.*



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

Executive Directors:

Mr. Song Hongtao (*Chairman of the Board*)
Mr. Wu Fu-Shea (*Chief Executive Officer*)
Mr. Wu Xiaohua
Ms. Wang Jing
Mr. Lam Chun Hung Stanley

Independent Non-executive Directors:

Mr. Tu Xinchun
Ms. Zhang Yahan
Prof. Qiao Zhonghua

Registered Office:

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

Principal Place of

Business in the PRC:
Room 4101, 41st Floor, Building 2
Euro-American Financial City
Cangqian Street, Yuhang District
Hangzhou City, Zhejiang Province
the PRC

Principal Place of

Business in Hong Kong:
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

21 September 2021

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2021 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii)

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the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 8 June 2020, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares.

Ordinary resolutions will be proposed at the 2021 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 40,215,053 Shares on the basis that the existing issued share capital of the Company of 402,150,537 Shares remains unchanged as at the date of the 2021 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 80,430,107 Shares on the basis that the existing issued share capital of the Company of 402,150,537 Shares remains unchanged as at the date of the 2021 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2021 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2021 AGM as set out on pages 17 to 20 of this circular.

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

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, Mr. Wu Fu-Shea, who was appointed as an executive Director with effect from 10 September 2021, shall hold office until the first general meeting of the Company after his appointment, and is therefore subject to re-election at the 2021 AGM.

LETTER FROM THE BOARD

Pursuant to Article 84 of the Articles of Association, Mr. Song Hongtao, Mr. Lam Chun Hung Stanley and Prof. Qiao Zhonghua shall retire by rotation at the 2021 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2021 AGM.

Prof. Qiao Zhonghua, the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Director, the qualifications, skills and experience, time commitment and contribution of the retiring Director with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy, the Company's corporate strategies, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Director who are due to retire at the 2021 AGM. The Board considers that the retiring independent non-executive Director (i) is independent according to the independence guidelines set out in Rule 3.13 of the Listing Rules; (ii) can devote sufficient time and attention to the Board and the Company's affairs, given his good attendance record to meetings; and (iii) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board is of the view that Prof. Qiao Zhonghua's academic background and extensive knowledge in applied Mathematics and computational Mathematics will contribute to the diversity of the Board.

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

4. 2021 AGM AND PROXY ARRANGEMENT

The notice of the 2021 AGM is set out on pages 17 to 20 of this circular. At the 2021 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate, and the re-election of the Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2021 AGM. An announcement on the poll vote results will be made by the Company after the 2021 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2021 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.datamargin.com). Whether or not you are able to attend the 2021 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less

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than 48 hours before the time appointed for holding the 2021 AGM (i.e. not later than 3:00 p.m. on Saturday, 23 October 2021) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2021 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2021 AGM.

5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the 2021 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Buyback Mandate; and Appendix II — Details of the Directors Proposed to be Re-elected at the 2021 AGM.

7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By order of the Board
Suoxinda Holdings Limited
Song Hongtao
Chairman of the Board

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2021 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares 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. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 402,150,537 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2021 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2021 AGM, i.e. being 402,150,537 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 40,215,053 Shares, representing 10% of the total number of Shares in issue as at the date of the 2021 AGM.

3. FUNDING OF REPURCHASES

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Buyback 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 Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Song Hongtao was deemed to be interested in 141,080,000 Shares, representing approximately 35.08% of the total issued share capital of the Company. 5,000,000 and 136,080,000 of these Shares were respectively held by Mr. Song himself and Mindas Touch Global Limited ("**Mindax Touch**"), which was wholly owned by Mr. Song.

On the basis that (i) the total issued share capital of the Company (being 402,150,537 Shares) remains unchanged as at the date of the 2021 AGM; and (ii) the total shareholding of Mr. Song and Mindas Touch in the Company (being 141,080,000 issued Shares) remains unchanged immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2021 AGM, the total shareholding interest of Mr. Song and Mindas Touch in the issued Shares would be increased to approximately 38.98% of the total issued share capital of the Company and they would be obligated to make a mandatory offer under Rule 26 of the Takeovers Code as a result of such increase. The Directors have no intention to exercise the Buyback Mandate to such extent that would give rise to an obligation on the part of Mr. Song and Mindas Touch to make a mandatory offer under Rule 26 of the Takeovers Code.

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

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

Month	Highest HK\$	Lowest HK\$
2020		
September	3.83	2.09
October	4.10	3.55
November	6.05	3.57
December	6.33	5.43
2021		
January	7.79	4.98
February	10.16	6.85
March	8.78	6.00
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September (up to the Latest Practicable Date)	N/A	N/A

Note: Trading of Shares on the Stock Exchange has been suspended since 9:00 a.m. on 1 April 2021.

8. REPURCHASES OF SHARES MADE BY THE COMPANY

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

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

(1) MR. SONG HONGTAO

Position and experience

Mr. Song Hongtao (“Mr. Song”), aged 44, is the chairman of the Board and executive Director. He is responsible for the overall operation, management and formulation of business strategy of the Group. He joined the Group in June 2004 as the sales manager and was appointed as the deputy general manager in May 2006 and was appointed as the general manager and a director of the Group in December 2015. He obtained a bachelor’s degree in law from Southern Institute of Metallurgy (南方冶金學院) (now known as Jiangxi University of Science and Technology (江西理工大學)) in June 2000. He is also the chairman of the Nomination Committee.

Mr. Song has over 15 years of experience in the information technology service industry. In particular, Mr. Song has 8 years of experience in data solution services since 2013. Prior to joining the Group, Mr. Song served as a business manager of Shenzhen Meicheng Technology Company Limited* (深圳市美承科技有限公司) from June 2001 to May 2004.

Mr. Song was the supervisor of Beijing Suoxinda Information Technology Co., Ltd.* (北京索信達信息技術有限公司) which was established in the PRC and deregistered on 3 August 2017 pursuant to Article 180 of the PRC Company Law. The company was engaged in technology promotion, sales of electronics, electromechanical devices, computer software, hardware and accessories, and computer system services. Mr. Song has confirmed that the deregistration was made voluntarily because the company had ceased to carry on business or operation.

Save as disclosed above, Mr. Song has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Mr. Song and the Company, his current term of office is 3 years from 13 December 2019, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Mr. Song is the sole beneficial owner of Mindas Touch Global Limited, a controlling Shareholder.

Save as disclosed above and in the immediately following section “Interests in Shares”, Mr. Song does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Song was deemed to be interested in 141,080,000 Shares, representing approximately 35.08% of the issued share capital of the Company. 5,000,000 and 136,080,000 of these Shares were respectively held by Mr. Song himself and Mindas Touch Global Limited, which was wholly owned by Mr. Song.

Save as disclosed above, Mr. Song was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

Pursuant to the existing service contract entered into between Mr. Song and the Company, he is entitled to receive an after-tax salary of HK\$300,000 per annum. Mr. Song may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Song is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Song’s experience, level of responsibilities undertaken, prevailing market conditions and the Company’s remuneration policy.

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

As far as the Directors are aware, there is no information of Mr. Song to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Song that need to be brought to the attention of the Shareholders.

(2) MR. WU FU-SHEA**Position and experience**

Mr. Wu Fu-Shea (“Mr. Wu”), aged 62, holds a Master of Business Administration degree from Tulane University in the U.S. and a Ph.D. degree in management from Nankai University. From 10 September 2019 to 12 December 2019, Mr. Wu served as the chief advisor in Shenzhen Suoxinda Data Technology Co., Ltd.* (深圳索信達數據技術有限公司) (“**Shenzhen Suoxinda**”), a wholly-owned subsidiary of the Company, and was appointed as the general manager of Shenzhen Suoxinda on 13 December 2019. On 26 March 2020, Mr. Wu was appointed as the chief executive officer of the Company. Mr. Wu was also appointed as an executive Director with effect from 10 September 2021.

With the working experience in big data solutions industry for over 20 years, Mr. Wu has served as the head of the Greater China region for three globally leading scientific and technological companies in this professional field, and has profound insights into the development of big data and artificial intelligence in the Chinese market. Before joining the Group in September 2019, Mr. Wu was the president of the Greater China region of Teradata Technology (Beijing) Co., Limited from January 1998 to December 2008, the president of the Greater China region of FICO information technology (Beijing) Co., Limited from September 2009 to July 2011, and the president of the Greater China region of SAS Software (Beijing) Co., Limited from August 2011 to December 2018.

Save as disclosed above, Mr. Wu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Mr. Wu and the Company, his current term of office is 3 years from 10 September 2021, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Wu does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu was interested in 6,000,000 Shares, representing approximately 1.49% of the issued share capital of the Company.

Save as disclosed above, Mr. Wu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing executive Director service agreement entered into between Mr. Wu and the Company, he is entitled to receive an annual remuneration of HK\$180,000 as an executive Director. Mr. Wu may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Wu is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Wu's experience, qualifications, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy. In addition, Mr. Wu is entitled to receive a fixed annual salary of RMB1.5 million and a discretionary bonus to be determined by the Company under his service agreement of chief executive officer.

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

As far as the Directors are aware, there is no information of Mr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

(3) MR. LAM CHUN HUNG STANLEY**Position and experience**

Mr. Lam Chun Hung Stanley ("Mr. Lam"), aged 61, is an executive Director. He is responsible for the overall formulation of business strategy of the Group. He joined the Group in July 2014 as the chief consultant and was appointed as a director of the Group in December 2015. He obtained a bachelor's degree in Business Administration from The Chinese University of Hong Kong in December 1983.

Mr. Lam has over 35 years of experience in the information technology service industry. Prior to joining the Group, he worked at (i) IBM China/Hong Kong Corporation from June 1983 to December 1991, and from October 1992 to September 1997, with his last position serving as manager, client operation in the banking, finance and security industry solutions function sector; (ii) Teradata (Hong Kong) Limited from September 1997 to January 2012, with his last position serving as a sales director; (iii) SAP Hong Kong Co. Limited in Hong Kong from March 2012 to October 2012, with his last position serving as a HK country manager; and (iv) SAS Institute Limited in Hong Kong from December 2012 to June 2014 serving as the managing director.

Save as disclosed above, Mr. Lam has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Mr. Lam and the Company, his current term of office is 3 years from 13 December 2019, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Lam does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lam was interested in 1,600,000 Shares, representing approximately 0.40% of the issued share capital of the Company.

Save as disclosed above, Mr. Lam was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service contract entered into between Mr. Lam and the Company, he is entitled to receive an after-tax salary of HK\$180,000 per annum. Mr. Lam may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Lam is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Lam's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

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

As far as the Directors are aware, there is no information of Mr. Lam to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders.

(4) PROF. QIAO ZHONGHUA**Position and experience**

Prof. Qiao Zhonghua (“Prof. Qiao”), aged 43, was appointed as an independent non-executive Director on 15 November 2019. He is responsible for overseeing the management of the Group independently. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Prof. Qiao graduated with bachelor’s degree in Applied Mathematics and master’s degrees in Computational Mathematics from Zhengzhou University (鄭州大學) in the PRC in June 2000 and July 2003, respectively. He also graduated with a doctor of philosophy in Computational Mathematics from the Hong Kong Baptist University in November 2006.

Prior to joining our Group, Prof. Qiao was a post doctoral research associate in the Centre for Research in Scientific Computation at North Carolina State University from July 2006 to July 2008. He had served as an assistant professor and later as a research assistant professor of the Department of Mathematics at the Hong Kong Baptist University from August 2008 to December 2011. He also served as an assistant professor at the Department of Applied Mathematics at the Hong Kong Polytechnic University from December 2011 to June 2017 and associate professor from July 2017 to June 2021. Since July 2021, he has been a professor at the Department of Applied Mathematics at the Hong Kong Polytechnic University.

Prof. Qiao was selected as one of the 10 RGC Research Fellows 2020/2021 by The Research Grants Council of Hong Kong, and he was awarded the Hong Kong Mathematical Society Young Scholars Award 2018 by the Hong Kong Mathematical Society in May 2018.

Save as disclosed above, Prof. Qiao has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Prof. Qiao, his initial term of office is 1 year from 15 November 2019 and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Prof. Qiao does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

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

Director's emoluments

Pursuant to the letter of appointment issued by the Company to Prof. Qiao, he is entitled to receive a Director's monthly service fee before tax of HK\$10,000. The above emolument of Prof. Qiao is recommended by the Remuneration Committee and approved by the Board with reference to Prof. Qiao's qualification, experience, level of responsibilities undertaken and prevailing market conditions.

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

As far as the Directors are aware, there is no information of Prof. Qiao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Prof. Qiao that need to be brought to the attention of the Shareholders.



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Suoxinda Holdings Limited (the “**Company**”) will be held at 1801, Microprofit Building, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the People’s Republic of China on Monday, 25 October 2021 at 3:00 p.m. for the following purposes:

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2020;
2. To re-elect Mr. Song Hongtao as an executive director of the Company;
3. To re-elect Mr. Wu Fu-Shea as an executive director of the Company;
4. To re-elect Mr. Lam Chun Hung Stanley as an executive director of the Company;
5. To re-elect Prof. Qiao Zhonghua as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which 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 to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;

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- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

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

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

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

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

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”.

By order of the Board
Suoxinda Holdings Limited
Song Hongtao
Chairman of the Board

Hong Kong, 21 September 2021

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Branch Share Registrar (i.e. Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Saturday, 23 October 2021) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders’ eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Wednesday, 20 October 2021, to Monday, 25 October 2021 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m., on Tuesday, 19 October 2021.
- d. References to time and dates in this Notice are to Hong Kong time and dates.