
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 **Wise Talent Information Technology Co., Ltd**, 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 or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Wise Talent Information Technology Co., Ltd
有才天下信息技術有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 6100)

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Wise Talent Information Technology Co., Ltd to be held at Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 6 June 2019 at 9:30 a.m. is set out on pages 21 to 25 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2019 (Hong Kong time)) or the adjourned meeting (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 Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.liepin.com>).

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

30 April 2019

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	4
2. Proposed Re-election of Directors	5
3. Proposed Granting of General Mandate to Buy Back Shares	6
4. Proposed Granting of General Mandate to Issue Shares	6
5. Annual General Meeting and Proxy Arrangement	7
6. Recommendation	7
 Appendix I — Details of the Directors Proposed to be Re-elected at the Annual General Meeting	
	8
 Appendix II — Explanatory Statement on the Share Buy-back Mandate	18
 Notice of Annual General Meeting	21

DEFINITIONS

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

“%”	per cent
“Annual General Meeting”	the annual general meeting of the Company to be held at Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 6 June 2019 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China” or “PRC”	People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	Wise Talent Information Technology Co., Ltd, (Stock code: 6100), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 30 January 2018, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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

DEFINITIONS

“Group” or “the Group”	the Company and its subsidiaries from time to time
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	18 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Liedao”	Liedao Information Technology Co., Ltd. (獵道信息技術有限公司), a limited liability company established in Tianjin, the PRC on April 25, 2014
“Listing Date”	29 June 2018, being the date on which the Shares of the Company are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.0001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“TD Elite”	TD Elite (Tianjin) Information Technology Co., Limited (同道精英(天津)信息技術有限公司), a limited liability company established in Tianjin, the PRC on July 27, 2015
“Wisest”	Wisest (Beijing) Management Consulting Co., Ltd. (萬仕道(北京)管理諮詢股份有限公司), a limited liability company established in the Zhongguancun Science Park (中關村國家自主創新示範區), Beijing, the PRC on September 7, 2006



Wise Talent Information Technology Co., Ltd

有才天下信息技术有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 6100)

Executive Directors:

Mr. Dai Kebin (*Chairman and
Chief Executive Officer*)
Mr. Chen Xingmao (*Chief Technology Officer*)
Ms. Xu Lili (*Chief Financial Officer*)

Non-executive Directors:

Mr. Shao Yibo
Mr. Zuo Lingye
Mr. Ding Gordon Yi

Independent Non-executive Directors:

Mr. Ye Yaming
Mr. Zhang Ximeng
Mr. Choi Onward

Registered Office:

Maples Corporate Services Limited
P.O. Box 309, Uglund House
Grand Cayman KY1-1104
Cayman Islands

***Headquarter and Principal Place
of Business in the PRC:***

Room 415-3, Building No.5
Courtyard No. 59
Gaoliangqiaoxie Road
Haidian District
Beijing, PRC

***Principal Place of Business in
Hong Kong:***

Unit 402, 4/F Fairmont Hse.
No. 8 Cotton Tree Drive
Admiralty, Hong Kong

30 April 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 6 June 2019.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. In this connection, Mr. Chen Xingmao, Ms. Xu Lili, Mr. Shao Yibo, Mr. Zuo Lingye and Mr. Ding Gordon Yi, shall retire from office and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 16.3 of the Articles of Association, subject to the provisions of the Articles of Association and the Companies Law (2013 Revision) (as consolidated and revised), the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. In this connection, Mr. Ye Yaming, Mr. Zhang Ximeng and Mr. Choi Onward shall retire from office and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 of the Articles of Association shall not be taken into account in determining which Directors are to retire by rotation. In this connection, Mr. Dai Kebin will retire from office by rotation at the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

LETTER FROM THE BOARD

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 51,770,385 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

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 Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 103,540,771 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.liepin.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the Shareholder from attending and voting at the Annual General Meeting if so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Wise Talent Information Technology Co., Ltd

Dai Kebin

Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Dai Kebin (戴科彬), aged 38, is an executive Director, Chairman of the Board, Chief Executive Officer and Chairman of the Nomination Committee of the Company. He is responsible for the overall strategic planning and business direction of the Group and management of the Company. Mr. Dai joined the Group in March 2008. Prior to joining the Group, Mr. Dai worked as a brand manager in the marketing department in the Great China region of Procter & Gamble Company, a company currently listed on the New York Stock Exchange (stock symbol: PG), from July 2003 to February 2008. Mr. Dai currently holds directorships in the following principal subsidiaries of the Group: Wisest, TD Elite and Liedao. Mr. Dai received a bachelor's degree in finance from Sun Yat-sen University in June 2003.

Save as disclosed above, Mr. Dai did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Dai does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Dai has entered into a service contract with the Company for a term of three years commencing from 30 January 2018 and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

The principal elements of Mr. Dai's remuneration package include salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions and share-based compensation expenses, all of which represent services rendered by Mr. Dai as key management personnel. Mr. Dai's remuneration package has been determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Dai's duties, responsibilities with the Company as well as his performance. For details of the total remuneration received by Mr. Dai during the year ended 31 December 2018, please refer to note 9 to the consolidated financial statements of the Company's 2018 annual report to be despatched to the Shareholders on 30 April 2019.

As at the Latest Practicable Date, Mr. Dai was interested in 302,229,541 Shares of the Company pursuant to Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Dai involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Dai that need to be brought to the attention of the Shareholders.

Mr. Chen Xingmao (陳興茂), aged 42, is an executive Director and Chief Technology Officer of the Company. He is responsible for overseeing the product research and development and developing strategies for the technological advancement of the Group. Mr. Chen joined the Group in November 2006. Prior to joining the Group, Mr. Chen worked at Xiamen Dongnan Longtop Technologies Limited from December 2005 to September 2006. Mr. Chen currently holds directorships in the following principal subsidiaries of the Group: Wisest and Liedao. Mr. Chen received a bachelor's degree in marine chemistry and master's degree in environmental science from Ocean University of China (formerly known as "Ocean University of Qingdao") in July 1999 and June 2002, respectively.

Save as disclosed above, Mr. Chen did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Chen does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Chen has entered into a service contract with the Company for a term of three years commencing from 23 March 2018 and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

The principal elements of Mr. Chen's remuneration package include salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions and share-based compensation expenses, all of which represent services rendered by Mr. Chen as key management personnel. Mr. Chen's remuneration package has been determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Chen's duties, responsibilities with the Company as well as his performance. For details of the total remuneration received by Mr. Chen during the year ended 31 December 2018, please refer to note 9 to the consolidated financial statements of the Company's 2018 annual report to be despatched to the Shareholders on 30 April 2019.

As at the Latest Practicable Date, Mr. Chen was interested in 14,098,226 Shares of the Company pursuant to Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

Ms. Xu Lili (徐黎黎), aged 37, is an executive Director and Chief Financial Officer of the Company. She is responsible for overseeing the corporate finance of the Group, handling investor relationships, and overseeing all the investments and acquisitions of the Group. Ms. Xu joined the Group in March 2014. Prior to joining the Group, Ms. Xu held various positions at General Electric Company, a company currently listed on the New York Stock Exchange (stock symbol: GE), including as the chief financial officer of GE Power Generation Services China, from January 2005 to March 2014. Ms. Xu received a bachelor's degree in international business from Nanjing University in June 2003 and a master of science degree in local economic development from the London School of Economics and Political Science in November 2004. Ms. Xu is a public accountant certified by the Board of Accountancy of Washington State of the United States.

Save as disclosed above, Ms. Xu did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Ms. Xu does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Ms. Xu has entered into a service contract with the Company for a term of three years commencing from 23 March 2018 and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

The principal elements of Ms. Xu's remuneration package include salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions and share-based compensation expenses, all of which represent services rendered by Ms. Xu as key management personnel. Ms. Xu's remuneration package has been determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Ms. Xu's duties, responsibilities with the Company as well as her performance. For details of the total remuneration

received by Ms. Xu during the year ended 31 December 2018, please refer to note 9 to the consolidated financial statements of the Company's 2018 annual report to be despatched to the Shareholders on 30 April 2019.

As at the Latest Practicable Date, Ms. Xu was interested in 3,222,784 Shares of the Company pursuant to Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Ms. Xu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Xu that need to be brought to the attention of the Shareholders.

Mr. Shao Yibo (邵亦波), aged 45, is a non-executive Director of the Company and he joined the Group in December 2010. From 1999 to 2004, Mr. Shao was the founder and the chief executive officer of EachNet.com, an e-commerce company, which was acquired by eBay Inc., a company currently listed on the NASDAQ (stock symbol: EBAY), in July 2003. Mr. Shao has been a founding partner of Matrix Partners China, a leading technology venture capital firm in the PRC since 2008. Mr. Shao served as a non-executive Director of Baby Tree Group, a company currently listed on the Stock Exchange (stock code: 1761), from June 2018 to March 2019. Mr. Shao currently also serves as a director of LexinFintech Holdings Ltd., a company which shares are listed on NASDAQ (stock symbol: LX). Mr. Shao currently holds directorships in the following principal subsidiaries of the Group: Wisest and TD Elite. Mr. Shao received a bachelor's degree, summa cum laude, in physics and engineering science from Harvard College of Harvard University in June 1995, and a master of business administration degree from Harvard Business School in June 1999.

Save as disclosed above, Mr. Shao did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Shao does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Shao has signed an appointment letter with the Company regarding his appointment as non-executive Director for a term of one year with effect from the Listing Date and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

Mr. Shao is not entitled to any director's remuneration.

As at the Latest Practicable Date, Mr. Shao does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Shao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Shao that need to be brought to the attention of the Shareholders.

Mr. Zuo Lingye (左凌燁), aged 40, is a non-executive Director and a member of the Audit Committee of the Company. He joined the Group in December 2010. Prior to joining the Group, Mr. Zuo has been one of the founding members of Matrix Partners China since 2008 and has over ten years of expertise of investing in technology companies. Mr. Zuo currently also serves as a director in the following publicly listed companies:

- Cheetah Mobile Inc., a company which shares are listed on the New York Stock Exchange (stock symbol: CMCM), as an independent director;
- Beijing Beisen Cloud Computing Co., Ltd., (北京北森雲計算股份有限公司), a company which shares are quoted on the National Equities Exchange and Quotations System (全國中小企業股份轉讓系統) (stock code: 836393), as a director; and
- Beijing OneAPM Co., Ltd. (北京藍海訊通科技股份有限公司), a company which shares are quoted on the National Equities Exchange and Quotations System (全國中小企業股份轉讓系統) (stock code: 838699), as a director.

Mr. Zuo received a bachelor's degree in management information system and master technical economics and management degree from Tsinghua University in July 2000 and July 2002, respectively.

Save as disclosed above, Mr. Zuo did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Zuo does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Zuo has signed an appointment letter with the Company regarding his appointment as non-executive Director for a term of one year with effect from the Listing Date and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

Mr. Zuo is not entitled to any director's remuneration.

As at the Latest Practicable Date, Mr. Zuo does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Zuo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zuo that need to be brought to the attention of the Shareholders.

Mr. Ding Gordon Yi (丁毅), aged 43, is a non-executive Director and a member of the Remuneration Committee of the Company. He joined the Group in December 2014. Mr. Ding is a managing director of Warburg Pincus, which he joined in 2009 and focuses on investments in the technology, internet, media and education sectors in the PRC and other parts of Asia. Prior to joining Warburg Pincus, Mr. Ding worked at Citadel Investment Group from 2008 to 2009 and also in the investment banking divisions of Morgan Stanley Asia Limited and UBS Investment Bank from 2005 to 2007. Mr. Ding currently holds directorship in the following principal subsidiary of the Group: Wisest. Mr. Ding received a bachelor of science degree from Shanghai Jiao Tong University in July 1997 and a master of business administration degree from the Kellogg School of Management at Northwestern University, United States in June 2005.

Save as disclosed above, Mr. Ding did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Ding does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Ding has signed an appointment letter with the Company regarding his appointment as non-executive Director for a term of one year with effect from the Listing Date and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

Mr. Ding is not entitled to any director's remuneration.

As at the Latest Practicable Date, Mr. Ding does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Ding involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ding that need to be brought to the attention of the Shareholders.

Mr. Ye Yaming (葉亞明), aged 55, is an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee of the Company. He joined the Group in June 2018. He is a founder partner of Eminence Ventures at present. Prior to joining the Group, Mr. Ye was the former chief scientist, the chief technology officer and senior vice president of Ctrip, a company currently listed on the NASDAQ (stock symbol: CTRP), from August 2011 to February 2017. From October 2001 to July 2011, Mr. Ye had performed managerial and engineering roles at eBay, a company currently listed on the NASDAQ (stock symbol: EBAY), serving as engineering director, senior manager and principal engineer. Prior to joining eBay, he had played various engineering roles at Yahoo, and Henry Ford Hospital in the United States of America. He has 31 technology patents. Mr. Ye received a bachelor's degree in mathematics from Jilin University in July 1984, a master of engineering degree from Institute of Computing Technology Chinese Academy of Sciences in September 1990, and a master of arts degree from Wayne State University in the United States of America in December 1993.

Save as disclosed above, Mr. Ye did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Ye does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Ye has signed an appointment letter with the Company regarding his appointment as independent non-executive Director for a term of one year with effect from the Listing Date and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

Mr. Ye is entitled to a fixed Director's fee of HK\$450,000 per annum. Mr. Ye's remuneration has been determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Ye's duties, responsibilities with the Company as well as his performance.

As at the Latest Practicable Date, Mr. Ye does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Ye involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ye that need to be brought to the attention of the Shareholders.

Mr. Zhang Ximeng (張溪夢), aged 42, is an independent non-executive Director, a member of the Nomination Committee and the chairman of Remuneration Committee of the Company. He joined the Group in June 2018. Prior to joining the Group, Mr. Zhang has been the chief executive officer and one of the cofounders of GrowingIO since May 2015, a data analytics company which provides closed-loop data operations across various industries. From April 2010 to February 2015, Mr. Zhang worked at LinkedIn Corporation and he was a senior director of business analytics before leaving. Mr. Zhang received a master of business administration degree from Baldwin Wallace University in May 2004.

Save as disclosed above, Mr. Zhang did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Zhang does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Zhang has signed an appointment letter with the Company regarding his appointment as independent non-executive Director for a term of one year with effect from the Listing Date and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

Mr. Zhang is entitled to a fixed Director's fee of HK\$450,000 per annum. Mr. Zhang's remuneration has been determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Zhang's duties, responsibilities with the Company as well as his performance.

As at the Latest Practicable Date, Mr. Zhang does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. Choi Onward (蔡安活), aged 48, is an independent non-executive Director, the chairman of the Audit Committee and a member of Remuneration Committee of the Company. Mr. Choi joined the Group in June 2018. Prior to joining the Group, Mr. Choi served as the acting chief financial officer of NetEase, Inc., a leading internet and online game service provider in the PRC which is currently listed on the NASDAQ (stock symbol: NTES), from July 2007 to June 2017.

Mr. Choi currently serves as a director in the following publicly listed companies:

- Beijing Jingkelong Company Limited, a company which shares are listed on the Stock Exchange (stock code: 814), as an independent non-executive director;
- China ITS (Holdings) Co., Ltd., a company which shares are listed on the Stock Exchange (stock code: 1900), as an independent non-executive director; and
- Tuniu Corporation, a company which shares are listed on the NASDAQ (stock symbol: TOUR), as an independent director.

Mr. Choi received a bachelor of arts degree in accountancy with honors from the Hong Kong Polytechnic University in November 1993. Mr. Choi is a fellow member of the Association of Chartered Certified Accountants, a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Choi did not hold any directorship in any other public company, the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Choi does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Choi has signed an appointment letter with the Company regarding his appointment as independent non-executive Director for a term of one year with effect from the Listing Date and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 16.18 of the Articles of Association.

Mr. Choi is entitled to a fixed Director's fee of HK\$450,000 per annum. Mr. Choi's remuneration has been determined by the Board based on the recommendation of the Remuneration Committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Choi's duties, responsibilities with the Company as well as his performance.

As at the Latest Practicable Date, Mr. Choi does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Choi involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Choi that need to be brought to the attention of the Shareholders.

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 ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 517,703,856 shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 517,703,856 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 51,770,385 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back 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 Directors believe that such buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the Companies Law (2013 Revision) (as consolidated and revised) of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

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 2018) in the event that the Share Buy-back

Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
June (<i>from the Listing Date</i>)	33.80	29.95
July	36.00	28.30
August	30.00	21.20
September	27.95	21.50
October	26.60	22.15
November	34.00	25.85
December	30.85	27.05
2019		
January	30.25	22.40
February	29.90	25.50
March	27.50	23.05
April (<i>up to the Latest Practicable Date</i>)	24.60	19.64

6. GENERAL

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

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back 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 (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate 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. Dai Kebin and Ms. Song Yueting were interested in 302,229,541 Shares representing approximately 58.38% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. Dai Kebin and Ms. Song Yueting would be increased to approximately 64.87% of the total issued share capital of the Company. The Directors consider that such increase in shareholding would not 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 Share Buy-back 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 Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the period from the Listing Date to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Wise Talent Information Technology Co., Ltd

有才天下信息技术有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 6100)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “**Meeting**”) of Wise Talent Information Technology Co., Ltd (the “**Company**”) will be held at Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 6 June 2019 at 9:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Dai Kebin as an executive Director of the Company;
 - (b) to re-elect Mr. Chen Xingmao as an executive Director of the Company;
 - (c) to re-elect Ms. Xu Lili as an executive Director of the Company;
 - (d) to re-elect Mr. Shao Yibo as a non-executive Director of the Company;
 - (e) to re-elect Mr. Zuo Lingye as a non-executive Director of the Company;
 - (f) to re-elect Mr. Ding Gordon Yi as a non-executive Director of the Company;
 - (g) to re-elect Mr. Ye Yaming as an independent non-executive Director of the Company;
 - (h) to re-elect Mr. Zhang Ximeng as an independent non-executive Director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (i) to re-elect Mr. Choi Onward as an independent non-executive Director of the Company; and
 - (j) to authorize the board of directors of the Company to fix the respective directors' remuneration.
3. To re-appoint KPMG as the auditors and to authorize the board of directors to fix their remuneration.
4. 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the Company (including bonds, notes, warrants, debentures and securities convertible into shares in the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations as amended from time to time;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the grant of options and the exercise of options under a share option scheme or similar arrangement for the time being adopted by the Company;
 - (iii) 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; and
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe for or convert any security into shares or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors 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).”

6. 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 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Wise Talent Information Technology Co., Ltd
Dai Kebin
Chairman

Hong Kong, 30 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the 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 of attorney or authority, must be deposited at the Company’s Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors of the Company are Mr. DAI Kebin, Mr. CHEN Xingmao and Ms. XU Lili; the non-executive Directors of the Company are Mr. SHAO Yibo, Mr. ZUO Lingye and Mr. DING Gordon Yi; and the independent non-executive Directors of the Company are Mr. YE Yaming, Mr. ZHANG Ximeng and Mr. CHOI Onward.