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DATASEA INC.
PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS
To Be Held on June 19, 2023

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

WHY DID YOU SEND ME THIS PROXY STATEMENT?

This proxy statement and the enclosed proxy card are furnished in connection with the solicitation of proxies by the Board of Directors of Datasea Inc. (the “Board”) for use at the Annual Meeting of the Company’s stockholders to be held at the corporate offices of Datasea Inc. (“Datasea” or the “Company”), on June 20, 2023 at 9:00 AM, local time (Beijing Time) (i.e.: June 19, 2023, at 9:00 PM, ET), and at any adjournments or postponements of the Annual Meeting. Specific instructions for accessing the meeting are provided in the notice, proxy card or Notice of Internet Availability of Proxy Materials you receive. This proxy statement summarizes the information you need to make an informed vote on the proposals to be considered at the Annual Meeting. To vote your shares, you may follow the instructions in the Notice of Internet Availability of Proxy Materials or complete, sign and return the enclosed proxy card by emailing your signed proxy card to vote2022@shuhaixinxi.com or otherwise following the return instructions indicated in the proxy card. The terms “Datasea,” “Company,” “we,” or “our” refer to Datasea Inc.

WHAT PROPOSALS WILL BE ADDRESSED AT THE ANNUAL MEETING?

We will address the following proposals at the Annual Meeting:

1. To elect Zhixin Liu, Fu Liu, Michael J. Antonoplos, Chun Kwok Wong and Yan Yang, each to serve until the next annual meeting of stockholders or until their respective successors shall have been elected and qualified;
2. To ratify the appointment of Paris Kreit & Chiu CPA LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2023; and
3. To approve the Amendment No. 2 to our 2018 Equity Incentive Plan.
4. To authorize one or more of our proxy holders to adjourn the Annual Meeting to another time and place, if necessary.

WHO MAY VOTE ON THESE PROPOSALS?

Our Board established April 19, 2023 as the record date (the “Record Date”). Stockholders who owned shares of our common stock at the close of business on the Record Date are entitled to vote at the Annual Meeting on all matters properly brought before the Annual Meeting. On the Record Date, we had 25,601,233 shares of issued and outstanding common stock entitled to vote at the Annual Meeting.

INTERNET AVAILABILITY OF PROXY MATERIALS AND ANNUAL REPORT

These proxy solicitation materials are available at <https://www.westcoaststocktransfer.com/dtss-proxy/> on or about May 5, 2023 to all stockholders entitled to vote at the Annual Meeting. A copy of the Company’s Annual Report on Form 10-K will be made available at <https://www.westcoaststocktransfer.com/dtss-proxy/> concurrently with these proxy solicitation materials.

The Company is furnishing proxy materials to our stockholders primarily via the Internet, rather than mailing printed copies of these materials to each stockholder. We believe that this process should expedite stockholders’ receipt of proxy materials, lower the costs incurred by us for the Annual Meeting and help to conserve natural resources. On or about May 5, 2023, we will mail to each stockholder of record and beneficial owners (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials, in the form of a mailing titled “Important Notice Regarding the Availability of Proxy Materials”, that contains instructions on how to access and review the proxy materials, including this proxy statement and the Company’s Annual Report, on a website referred to in such notice and how to access a proxy card to vote. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of the proxy materials. If you receive a Notice of Internet Availability of Proxy Materials by mail, you should not expect to receive a printed copy of the proxy materials unless

you request one. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, currently or on an ongoing basis, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

HOW MANY VOTES DO I HAVE?

Each share of common stock is entitled to one vote on each matter presented at the Annual Meeting.

HOW DO I VOTE MY SHARES?

If you are a stockholder of record, you may vote by proxy. To vote your shares, you may follow the instructions in the Notice of Internet Availability of Proxy Materials or complete, sign and return the proxy card by emailing your signed proxy card to vote2022@shuhaixinxi.com or otherwise following the return instructions indicated in the proxy card. If you intend to vote by proxy, your vote must be received by 11:59 pm, local time (BEIJING Time), on June 19, 2023 (i.e.: 11:59 am, ET on June 19, 2023) to be counted.

If you are a “street name” holder, you are considered the beneficial owner of shares held in street name and your broker or nominee is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker on how to vote your shares.

If you are a registered stockholder of record, meaning that your shares are registered in your name, you have the following voting options. You may vote:

- over the Internet at the web address noted on the proxy card you received (if you have access to the Internet, we encourage you to vote in this manner);
- by email, by emailing your signed proxy card to vote2022@shuhaixinxi.com;
- by facsimile by completing the reverse portion of the Proxy Card and fax it to 760-452-4423; or
- by signing and dating your proxy card and mailing it as instructed on the card using the envelope provided.

WHY WOULD THE ANNUAL MEETING BE POSTPONED?

The Annual Meeting will be postponed if a quorum is not present on June 19, 2023. The presence in person or by proxy of the holders of shares of capital stock issued and outstanding entitled to vote thereat representing at least a majority of the votes entitled to be cast thereat, present in person or represented by proxy will constitute a quorum and is required to transact business at the Annual Meeting. If a quorum is not present, the Annual Meeting may be adjourned until a quorum is obtained. Abstentions and broker non-votes are treated as shares present or represented at the meeting, but are not counted as votes cast. Shares held by brokers who do not have discretionary authority to vote on a particular matter and who have not received voting instructions from their customers are not counted or deemed to be present or represented for the purpose of determining whether stockholders have approved that matter, but they are counted as present for the purposes of determining the existence of a quorum at the Annual Meeting.

HOW DO I VOTE BY PROXY?

If you are a stockholder of record, you may vote by proxy. To vote your shares, you may follow the instructions in the Notice of Internet Availability of Proxy Materials or complete, sign and return the proxy card by emailing your signed proxy card to vote2022@shuhaixinxi.com or otherwise following the return instructions indicated in the proxy card.

If you properly comply with the voting instructions and send it to us in time to vote, your proxy (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board as follows:

- FOR the election of the Board’s nominees to our Board of Directors.
- FOR ratification of the appointment of independent registered public accounting firm for the year ending June 30, 2023.
- FOR approval of the Amendment No. 2 to our 2018 Equity Incentive Plan.
- FOR approval of authorization of one or more of our proxy holders to adjourn the Annual Meeting to another time and place, if necessary.

If any other matters are presented, your proxy will vote in accordance with his or her best judgment. At the time this proxy statement was printed, we knew of no matters that needed to be acted on at the Annual Meeting other than those discussed in this proxy statement.

MAY I REVOKE MY PROXY?

If you give a proxy, you may revoke it at any time before it is exercised. You may revoke your proxy in the following ways:

- You may send in another proxy with a later date.
- You may notify us in writing (or if the stockholder is a corporation, under its corporate seal, by an officer or attorney of the corporation) at our principal executive offices before the Annual Meeting that you are revoking your proxy.

WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL?

Proposal 1: Election of Directors

A plurality of the eligible votes cast is required to elect director nominees. Consequently, only shares that are voted in favor of a particular nominee will be counted toward such nominee's achievement of a plurality. Stockholders do not have any rights to cumulate their votes in the election of directors. Broker non-votes will have no effect on this proposal.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The approval of Proposal 2 requires the affirmative vote of at least a majority of the shares present in person or by proxy and entitled to vote on the matter. Broker non-votes will be taken into account in determining the outcome of the proposal, and abstentions will be counted as votes against the proposal.

Proposal 3: Approval of the Amendment No. 2 to our 2018 Equity Incentive Plan.

The approval of Proposal 3 requires the affirmative vote of the stockholders present in person or represented by proxy holding shares representing at least a majority of the votes so present or represented and entitled to be cast thereon. Broker non-votes will not be taken into account in determining the outcome of the proposal, and abstentions will be counted as votes against the proposal.

Other Business That Is Properly Brought Before the Annual Meeting.

If you do not give instructions to your bank or brokerage firm, it will nevertheless be entitled to vote your shares in its discretion on "routine matters." However, absent your instructions, the record holder will not be permitted to vote your shares on a non-routine matter, which are referred to as "broker non-votes," properly brought before the meeting. The term "broker non-vote" refers to shares held by a brokerage firm, bank or other nominee (for the benefit of its client) that are represented at the meeting, but with respect to which such broker or nominee is not instructed to vote on a particular proposal and does not have discretionary authority to vote on that proposal. Brokers and nominees do not have discretionary voting authority on certain non-routine matters and accordingly may not vote on such matters absent instructions from the beneficial holder. Discretionary items are proposals considered "routine" under the rules of the New York Stock Exchange (also applicable to NASDAQ-listed companies), such as the ratification of our independent registered public accounting firm. Non-routine items for which brokers and nominees do not have discretionary voting power include the election of directors.

WHO BEARS THE COST OF SOLICITING PROXIES?

We will bear the cost of soliciting proxies in the accompanying form and will reimburse brokerage firms and others for expenses involved in forwarding proxy materials to beneficial owners or soliciting their execution.

WHERE ARE DATASEA'S PRINCIPAL EXECUTIVE OFFICES?

The principal executive offices of the Company are located at 20th Floor, Tower B, Guorui Plaza, 1 Ronghua South Road, Technological Development Zone, Beijing, People's Republic of China 100176, and our telephone number is +86 10-56145240.

HOW CAN I OBTAIN ADDITIONAL INFORMATION ABOUT DATASEA?

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, which requires that we file reports, proxy statements and other information with the SEC. The SEC maintains a website that contains reports, proxy and information statements and other information regarding companies, including Datasea, that file electronically with the SEC. The SEC's website address is *www.sec.gov*. In addition, our filings may be inspected and copied at the public reference facilities of the SEC located at 100 F Street, N.E. Washington, DC 20549.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of April 19, 2023, regarding beneficial ownership of our common stock by:

- each of our directors;
- each of our executive officers;
- all directors and executive officers as a group; and
- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our shares of common stock.

Beneficial ownership is determined according to the rules of the SEC, and generally means that person has beneficial ownership of a security if he or she possesses sole or shared voting or investment power of that security and includes options that are currently exercisable or exercisable within 60 days. Each director or officer, as the case may be, has furnished us with information with respect to beneficial ownership. Except as otherwise indicated, we believe that the beneficial owners of common stock listed below, based on the information each of them has given to us, have sole investment and voting power with respect to their shares, except where community property laws may apply.

Name and Address of Beneficial Owner ⁽²⁾	Number of Common Stock Beneficially Owned	% of Class Beneficially Owned ⁽¹⁾
Directors and Executive Officers:		
Zhixin Liu ⁽³⁾	9,794,295	38.26%
Fu Liu ⁽³⁾	6,097,820	23.82%
Mingzhou Sun		
Michael J. Antonoplos		
Stephen (Chun Kwok) Wong		
Yan Yang		
Chunqi Jiao		
All officers and directors as a group (seven persons)	15,892,115	62.08%
5% or more stockholders ⁽³⁾		

* Less than 1%

- (1) Applicable percentage of ownership is based on 25,601,233 shares of common stock outstanding as of April 19, 2023, together with securities exercisable or convertible into ordinary shares within 60 days as of the date hereof for each stockholder.
- (2) Unless otherwise indicated, the address for the stockholders is 20th Floor, Tower B of Guorui Plaza, No.1 South Ronghua Road, Technological Development Zone, Beijing, People's Republic of China, 100176.
- (3) Each of Ms. Zhixin Liu and Mr. Fu Liu owns more than 5% of the issued and outstanding shares of the common stock with specific numbers of shares indicated in the rows above.

INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

Directors and Executive Officers

The following table sets forth the names and ages of all of our directors and executive officers as of the date of this proxy statement. Each director of the Company has been elected to hold office until the next annual meeting of stockholders and thereafter until his successor is elected and has qualified.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Zhixin Liu	37	Chairman of the Board, CEO, President & Secretary
Mingzhou Sun	54	Chief Financial Officer
Fu Liu	58	Director
Michael J. Antonoplos	72	Independent Director
Stephen (Chun Kwok) Wong	41	Independent Director
Yan Yang	53	Independent Director
Chunqi Jiao	51	Chief Technology Officer

Set forth below is biographical information about each of the individuals named in the tables above:

Ms. Zhixin Liu. Ms. Liu currently serves as our Chairman of the Board, Chief Executive Officer, President. Prior to founding Shuhai Beijing in February of 2015, from February 2012 to January 2015, Ms. Liu also worked as the General Manager of Harbin Jinfenglvvuan Bio-Technology Co., Ltd. where she was responsible for implementing the Company's annual work plan, financial budget report, profit distribution, utilization plan, conducting the daily management of the Company, and signing agreements on behalf of the Company. From January 2011 to February 2012, Ms. Liu worked as a board director in Beijing Jinyajianguo Refrigeration Plants Manufacturing Co., Ltd., a private company. Ms. Liu studied IT Management at Employee University directly under Heilongjiang Provincial Governmental Departments. She also had business administration courses at China Agricultural University. As our President and Chief Executive Officer, Ms. Liu brings to the Board an intimate understanding of the industry and our operations. We believe Ms. Liu's experience qualifies her to serve on our Board of Directors.

Ms. Mingzhou Sun. Ms. Sun was appointed as our Chief Financial Officer and Treasurer on August 1, 2021. She has over 20 years of experience in the accounting and auditing industry. Since September 2019, Ms. Sun has been serving as the accounting director of the Company, being responsible for preparing the Company's accounting documents in connection with the Company's registration statements and periodic reports filed with the U.S. Securities and Exchange Commission in the past. From March 2018 to September 2019, Ms. Sun was a partner at Beijing Mingye Accounting Firm, where she helped her clients establish the internal financial control system, analyze national tax policies and issue various tax related reports. From July 2012 to January 2018, Ms. Sun served as Vice President and Chief Financial Officer at Yangguang Qixing Investment Group. From March 2008 to June 2011, she served as Chief Financial Officer at Golden State Holding Group (USA). Prior to that, Ms. Sun also served as the financial director and manager at various companies. Ms. Sun is a registered CPA and Certified Public Valuer in China. She also holds a level 2 certificate of the Association of Chartered Certified Accountants. Ms. Sun received her Bachelor degree in Accounting from Renmin University of China in 1991.

Mr. Fu Liu. Mr. Liu currently serves as a member of our Board of Directors. Mr. Liu has served as the Chairman of the Board of Directors of Shuhai Beijing since February 2015. Prior to his service on the board of Shuhai Beijing, from February 2012 to January 2015, Mr. Liu served as the Chairman of Board of Directors of Harbin Jinfenglvvuan Bio-Technology Co. Ltd. From January 2011 to January 2015, he served as a director of Beijing Jinyajianguo Refrigeration Equipment Co., Ltd. Prior to that, Mr. Liu was the director of Kedong County Rural Economic Management Office in Qiqihar City in Heilongjiang Province from January 2005 to January 2012. Mr. Liu studied accounting at Heilongjiang Institute of Finance and Economics in June 1987 and completed legal studies at the CPC Party School Heilongjiang Provincial Committee in 1989. Among other qualifications, Mr. Liu brings to the Board extensive knowledge of our business, relevant executive officer experience as well as governmental and political expertise. We believe Mr. Liu's experience qualifies him to serve on our Board of Directors.

Mr. Michael J. Antonoplos. Mr. Antonoplos currently serves as a member of our Board of Directors. From January 2001 to present, Mr. Antonoplos has been managing principal of Bayard Street Capital, a commercial real estate company. He holds an undergraduate degree in Psychology and Political Science from University of Pittsburgh (1974). We believe that his significant commercial and business experience would be a valuable contribution to the Board and its committees.

Mr. Stephen (Chun Kwok) Wong. Mr. Wong has served as a member of our Board of Directors since December 21, 2018. Mr. Wong currently serves as the chief executive officer of Splendid Holding Limited, an interior design company incorporated in Hong Kong. Mr. Wong served as the group financial controller for Fitness World (Group) Limited and MJ Medical Beauty Limited from February 2017 to August 2018. He was a senior associate at PricewaterhouseCoopers Limited (PwC) from January 2016 to January 2017. He worked at Moore Stephens Associates Limited (Hong Kong) as a senior associate from October 2010 to December 2015. He was a supervisor at KLC Kennic Lui & Co. from July 2009 to August 2010 and an auditor at KLC CPA Limited from October 2005 to June 2008. Mr. Wong studied accounting and received his Bachelor of Commerce degree in Accounting from Macquarie University in Sydney, Australia in 2005. We believe Mr. Wong's experience qualifies him to serve on our Board of Directors.

Ms. Yan Yang. Ms. Yang has served as Secretary General of the Dragon Merchants International Alliance, since 2018. From 2005 to 2018, she served as general manager of Beijing Mingsheng Kaitai Books Co., Ltd. From 2003 to 2005, she served as the deputy general manager of China Sunrise Enterprise Group Import and export company. From 1998 to 2003, she served as the general manager of the Distribution Department of Modern Book Distribution company. Over the course of Ms. Yang's career, she has abundant experience specially in various business sectors, such as marketing, import and export, which we believe would be a valuable contribution to the Board and its committees.

Mr. Chunqi Jiao: Mr. Jiao has served as our Chief Technology Officer since October of 2019. Prior to joining our company, Mr. Jiao once served as the Technical Director of Beijing Tianxinghulian Information Technology Co., Ltd.; from January 2015 to May 2017, he worked as the Technical Director of Heilongjiang Beidoutianyu Satellite Co., Ltd.; from July 2010 to October 2014, head of Shenzhen Century Lianchuang Technology Development Co., Ltd. Heilongjiang Branch; from August 2008 to June 2010, Chief Technical Officer of Heilongjiang Tianwu Technology Co., Ltd.; from March 2003 to June 2008, R&D Manager of Harbin Longwei Electronic Development Co., Ltd.; from January 2001 to June 2002, Senior Software Engineer at Shanghai Huawei Technology Co., Ltd. Mr. Jiao graduated from Harbin University of Science and Technology with a master's degree in communication engineering in 2008 and graduated from Harbin Institute of technology with a bachelor's degree in automotive engineering in 1996.

No director is related to any other director or executive officer of our company or our subsidiaries except that Ms. Zhixin Liu, our Chairman and CEO, is daughter to Mr. Fu Liu, one of our directors, and, there are no arrangements or understandings between a director and any other person pursuant to which such person was elected as director.

GOVERNANCE OF THE COMPANY

Our Board of Directors

Our Board of Directors oversees the business affairs of the Company and monitors the performance of management. The Board held two meetings during fiscal year 2022. In addition to meetings of the full Board of Directors, our Board has established an Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. During fiscal year 2022, these Board committees held an additional nine meetings during the year. Specifically, the breakdown of the committee meetings for 2022 are as follows: four for the Audit Committee, four for the Compensation Committee, and one for the Governance Committee. We believe that such interaction between fellow Board members and with management provided proper oversight of the Company. Each incumbent director attended at least 75% of the total number of meetings of the Board of Directors and committee meetings of which such director was a member (held during the period for which such director was in office).

Our Board is currently comprised of five members, three of which are independent directors per the NASDAQ Stock Market rules. To date, we believe the size of our Board has been sufficient for a company of our size. However, as our company grows and further develops our product candidates, our Board has indicated that at the appropriate time it would like to add one additional director that would provide the Board with additional experience and skills.

Involvement in Certain Legal Proceedings

Except as disclosed in the biographies above, the Company's Directors and Executive Officers have not been involved in any of the following events during the past ten years:

1. any bankruptcy petition filed by or against such person or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any type of business, securities or banking activities or to be associated with any person practicing in banking or securities activities;
4. being found by a court of competent jurisdiction in a civil action, the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
5. being subject of, or a party to, any federal or state judicial or administrative order, judgment decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of any federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
6. being subject of or party to any sanction or order, not subsequently reversed, suspended, or vacated, of any self-regulatory organization, any registered entity or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Family Relationships

Fu Liu is the father of Zhixin Liu. Save as disclosed herein, there are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than ten percent of any class of the issuer's equity securities.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires that our directors and executive officers and persons who beneficially own more than 10% of our common stock (referred to herein as the “reporting persons”) file with the SEC various reports as to their ownership of and activities relating to our common stock. Such reporting persons are required by the SEC regulations to furnish us with copies of all Section 16(a) reports they file. Based solely on our review of copies of the reports filed with the SEC and the written representations of our directors and executive officers, we believe that all reporting requirements for fiscal year 2022 were complied with by each person who at any time during the 2022 fiscal year was a director or an executive officer or held more than 10% of our common stock.

Board Committees

We established a Nominating and Corporate Governance Committee, an Audit Committee and a Compensation Committee. Each of these committees complies with the listing requirements of the Nasdaq Marketplace Rules. At least one member of the Audit Committee is an “audit committee financial expert,” as that term is defined in Item 407(d)(5) (ii) of Regulation S-K, and each member is “independent” as that term is defined in Rule 5605(a) of the Nasdaq Marketplace Rules. Our board has determined that Stephen (Chun Kwok) Wong meets those requirements. Our Board of Directors has adopted and approved a charter for each of these standing committees. The charters, which include the functions and responsibilities of each of the committees, can be found on our web site at <http://www.dataseainc.com>.

Audit Committee

Stephen (Chun Kwok) Wong, Michael J. Antonoplos and Yan Yang are the current members of our Audit Committee and Stephen (Chun Kwok) Wong serves as the chairperson. Each member of our Audit Committee meets the independence standards promulgated by the SEC and by NASDAQ as such standards apply specifically to members of audit committees. We adopted and approved a charter for the Audit Committee. In accordance with our Audit Committee Charter, our Audit Committee shall perform several functions, including:

- evaluate the independence and performance of, and assesses the qualifications of, our independent auditor, and engages such independent auditor;
- approve the plan and fees for the annual audit, quarterly reviews, tax and other audit-related services, and approves in advance any non-audit service to be provided by the independent auditor;
- monitor the independence of the independent auditor and the rotation of partners of the independent auditor on our engagement team as required by law;
- review the financial statements to be included in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and reviews with management and the independent auditors the results of the annual audit and reviews of our quarterly financial statements;
- oversee all aspects our systems of internal accounting control and corporate governance functions on behalf of the board;
- review and approves in advance any proposed related-party transactions and report to the full Board of Directors on any approved transactions; and
- provide oversight assistance in connection with legal, ethical and risk management compliance programs established by management and the Board of Directors, including Sarbanes-Oxley Act implementation, and makes recommendations to the Board of Directors regarding corporate governance issues and policy decisions.

It is determined that Stephen (Chun Kwok) Wong possesses accounting or related financial management experience that qualifies him as an “audit committee financial expert” as defined by the rules and regulations of the SEC.

Compensation Committee

Yan Yang, Stephen (Chun Kwok) Wong and Michael J. Antonoplos are the current members of our Compensation Committee and Yan Yang is the chairperson. All members of our Compensation Committee are qualified as independent under the current definition promulgated by NASDAQ. The Board adopted and approved a Charter for the Compensation Committee. In accordance with the Compensation Committee's Charter, the Compensation Committee shall be responsible for overseeing and making recommendations to the Board regarding the salaries and other compensation of our executive officers and general employees and providing assistance and recommendations with respect to our compensation policies and practices.

Nomination and Corporate Governance Committee

Michael J. Antonoplos, Yan Yang and Stephen (Chun Kwok) Wong are the current members of our Nomination and Corporate Governance Committee and Michael J. Antonoplos serves as the chairperson. All members of our Nomination and Corporate Governance Committee are qualified as independent under the current definition promulgated by NASDAQ. The Board adopted and approved a Charter for the Nomination and Corporate Governance Committee prior to consummation of this offering. In accordance with the Nomination and Corporate Governance Committee's Charter, the Nomination and Corporate Governance Committee shall be responsible to identify and propose new potential director nominees to the Board for consideration and review our corporate governance policies.

Independence of the Board

As required under the Nasdaq Stock Market listing standards, a majority of the members of a listed company's Board of Directors must qualify as "independent," as affirmatively determined by the Board. Our Board has undertaken a review of the independence of each director. Based on information provided by each director concerning her or his background, employment, and affiliations, our Board has determined that Stephen Wong, Michael J. Antonoplos and Yan Yang do not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the listing requirements and rules of Nasdaq. In making this determination, the Board found that none of these directors had a material or other disqualifying relationship with the Company.

Board Member Attendance at Annual Meetings

We do not have a formal policy regarding Board attendance at our annual meetings, however, all of our directors are invited to the annual meeting and all of our directors at the time attended our prior annual meeting. For this upcoming 2022 Annual Meeting, Michael J. Antonoplos and Stephen (Chun Kwok) Wong are expected to miss the meeting since they are not able to travel to Beijing due to scheduling conflicts.

Board Leadership Structure and Role in Risk Oversight

Zhixin Liu serves as both our Chief Executive Officer and Chairman of the Board. Our Board has no policy with regard to the separation of the offices of Chairman of the Board and Chief Executive Officer, and believes, given the size of our company, it is appropriate for Zhixin Liu to serve in both roles. Currently, we do not have any independent director who serves as the Lead Independent Director of our Board. Our management is responsible for managing risks in our business, including developing processes to manage and monitor risks. The Board views its role as one of oversight. The Board focuses on understanding management's risk management systems, the effectiveness of those systems, and the way in which management proactively manages risks. In addition, the Board utilizes the Nominating and Corporate Governance Committee, the Audit Committee and the Compensation Committee to manage risks that arise under each committee's area of focus.

Nomination of Director Candidates

We receive suggestions for potential director nominees from many sources, including members of the Board, advisors, and stockholders. Any such nominations, together with appropriate biographical information, should be submitted to the Chairperson of the Nominating and Corporate Governance Committee in the manner discussed below. Any candidates submitted by a stockholder or stockholder group are reviewed and considered in the same manner as all other candidates.

Qualifications for consideration as a Board nominee may vary according to the particular areas of expertise being sought as a complement to the existing board composition. However, minimum qualifications include high level leadership experience in business activities, breadth of knowledge about issues affecting the Company, experience on other boards of directors, preferably public company boards, and time available for meetings and consultation on Company matters. Our Nominating and Corporate Governance Committee does not have a formal policy with regard to the consideration of diversity in identifying director candidates, but seeks a diverse group of candidates who possess the background, skills and expertise to make a significant contribution to the Board, to the Company and our stockholders. Candidates whose evaluations are favorable are recommended by our Nominating and Corporate Governance Committee to the full Board for consideration. The full Board selects and recommends candidates for nomination as directors for stockholders to consider and vote upon at the annual meeting.

A stockholder wishing to nominate a candidate for election to our Board of Directors at any annual meeting at which the Board of Directors has determined that one or more directors will be elected must submit a written notice of his or her nomination of a candidate to the Chairperson of the Nominating and Corporate Governance Committee (c/o the Corporate Secretary), providing the candidate's name, biographical data and other relevant information together with a consent from the nominee. Pursuant to our Bylaws, the submission must be received at our principal executive offices 120 days prior to the anniversary date of the mailing date of our previous year's proxy statement so as to permit the Board of Directors time to evaluate the qualifications of the nominee.

We have not employed an executive search firm, or paid a fee to any other third party, to locate qualified candidates for director positions.

Stockholder Communications with Directors

Persons wishing to write to our Board, or to a specified director or committee of the Board, should send correspondence to the Company's Corporate Secretary at the Company's executive offices. Electronic submissions of stockholder correspondence will not be accepted. The Corporate Secretary will forward to the directors all communications that, in his or her judgment, are appropriate for consideration by the directors. Examples of communications that would not be appropriate for consideration by the directors include commercial solicitations and matters not relevant to the stockholders, to the functioning of the Board or to the affairs of Datasea. Any correspondence received that is addressed generically to the Board of Directors will be forwarded to the Chairman of the Board.

Code of Ethics

We have adopted a written code of ethics that applies to our directors, principal executive officer, principal financial officer, principal accounting officer or controller and any persons performing similar functions. The code of ethics is on the "Investors — Corporate Governance — Governance Documents" section of our web site at <http://www.datasea.com>. We intend to disclose any future amendments to, or waivers from, the code of ethics within four business days of the waiver or amendment through a website posting or by filing a Current Report on Form 8-K with the SEC.

Board Diversity Matrix

The matrix below summarizes certain information regarding the diversity of our Board as of the date of this proxy statement. Each of the categories listed in the table below has the meaning set forth in Nasdaq Rule 5605(f).

Board Diversity Matrix for Datasea Inc.

As of April 27, 2023

Total Number of Directors: 5

Part I: Gender Identity	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	2	3		
Part II: Demographic Background	Number			
African American or Black				
Alaskan Native or American Indian				
Asian	4			
Hispanic or Latinx				
Native Hawaiian or Pacific Islander				
White	1			
Two or More Races or Ethnicities				
LGBTQ+				
Did Not Disclose Demographic Background				

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Executive Officer Compensation

The following table provides disclosure concerning all compensation paid for services to the Company in all capacities for our fiscal years ended June 30, 2022 and 2021, respectively, for (i) each person serving as our principal executive officer (“PEO”), (ii) each person serving as our principal financial officer (“PFO”) and (iii) our two most highly compensated executive officers other than our PEO and PFO whose total compensation exceeded \$100,000 (collectively with the PEO, referred to as the “named executive officers” in this Executive Officer Compensation section).

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Other Compensation (\$)	Total (\$)
Ms. Zhixin Liu ⁽¹⁾	2021	\$ 45,810	—	—	—	—	\$ 45,810
Chairman, CEO	2022	\$ 47,018	—	—	—	—	\$ 47,018
Mingzhou Sun	2022	\$ 35,233	—	—	—	—	\$ 35,233
CFO	2021	\$ 36,104	—	—	—	—	\$ 36,104
Chunqi Jiao	2021	\$ 31,282	—	—	—	—	\$ 31,282
CTO	2022	\$ 30,169	—	—	—	—	\$ 30,169

- (1) Since January 1, 2017, the actual monthly salary Ms. Liu received was RMB 20,300 (approximately \$3,056). According to the amendment to the employment agreement, Ms. Liu is entitled to a monthly salary of RMB 20,000 (approximately \$3,011) plus any bonuses, transport allowances and housing allowances. Ms. Liu waived her rights of receiving any allowances or bonuses that have not been paid in fiscal years 2018 and 2017. Starting from July 1, 2019, Liu’s monthly salary will be adjusted to 25,300 yuan (about \$3,918), with a bonus of 300,000 yuan (\$46,460) to be paid under the contract. The bonus of \$23,230 was paid by issuing 16,011 shares of stock. Up to June 30 2022, only RMB150,000 (\$23,230) was payable to Zhixin Liu.

According to the agreement between Zhixin Liu and Datasea Inc., the Company grants to Ms. Zhixin Liu fifteen thousand (15,000) shares of the Company’s common stock each month, starting from July 1, 2021, payable quarterly with the aggregate number of shares for each quarter being issuable on the first day of the next quarter at a per share price of the closing price of the day prior to the issuance and being vested immediately with the undertaking from the grantee not to divest in the six (6) months after the issuance. Up to June 30 2022, 135,000 shares of stock was issued to Zhixin Liu and 45,000 shares of stock has not been issued to Zhixin Liu.

Option Grants in Last Fiscal Year

There were no options granted to our executive officer in the fiscal year ended June 30, 2022.

Employment Agreements

The Company does not have any written employment agreements with its officers other than the agreement described below.

Employment Contract — Zhixin Liu

We entered into an employment agreement with Ms. Zhixin Liu on February 11, 2018, pursuant to which she serves as our Chief Executive Officer until February 10, 2021 and receives a base monthly salary of RMB 20,000 (approximately \$3,011). Ms. Liu is also eligible to receive bonuses, transport allowances and housing allowances. The entire package for Ms. Liu is for annual compensation of RMB 600,000 (approximately \$90,340). The employment agreement and its amendment may be terminated in accordance with the provisions of PRC Labor Law. The employment agreement also contains other customary terms under PRC law.

According to the agreement between Zhixin Liu and Datasea Inc., the Company grant to Ms. Zhixin Liu fifteen thousand (15,000) shares of the Company’s common stock each month, starting from July 1, 2021, payable quarterly with the aggregate number of shares for each quarter being issuable on the first day of the next quarter at a per share price of the closing price of the day prior to the issuance and being vested immediately with the undertaking from the grantees not to divest in the six (6) months after the issuance.

In connection with Ms. Sun's appointment, on August 1, 2021, the Company and Ms. Sun entered into an employment agreement (the "Employment Agreement"), pursuant to which Ms. Sun shall receive a monthly compensation of RMB20,000 (approximately \$3,091). The term of the Employment Agreement is three years, with the first six months to be the probationary period. Ms. Sun's employment can be terminated upon both parties mutual consent. The Company may terminate the Employment Agreement if Ms. Sun does not meet the qualifications for this position during the probationary period. The Company may also terminate the Employment Agreement by giving 30 days' written notice upon the occurrence of certain events, including Ms. Sun's failure to perform her duties as the Company's Chief Financial Officer due to illness. Ms. Sun may terminate her employment with the Company immediately upon the occurrence of certain events, including the Company's failure to pay her salary in full on time. Ms. Sun's employment is also subject to customary benefits such as paid time off, sickness allowance, and other rights and benefits.

Equity Compensation Plan Information

On June 15, 2020, the Company filed a registration statement on Form S-8 to register the shares in connection with the Company's 2018 Plan adopted by the Board. On August 22, 2018, our Board and majority stockholders adopted a 2018 Equity Incentive Plan, or the 2018 Plan, which was further amended by Board and stockholder approval on April 28, 2022, for our Company to award up to a maximum of 14,000,000 shares of our common stock, to attract and retain the best available personnel, provide additional incentives to employees, directors and consultants and promote the success of our business. 417,283 shares awards were granted under the 2018 Plan as of the date of the 10-K for fiscal year ended June 30, 2022 was filed, but our Board or a designated committee thereof will have the ability in its discretion from time to time to make awards under the 2018 Plan, including to our officers and directors. The following paragraphs describe the principal terms of the 2018 Plan.

Types of Awards. The 2018 Plan permits the awards of options, stock appreciation rights, restricted stock, restricted stock units, stock bonus awards and/or performance compensation awards.

Plan Administration. Our Board or a committee appointed by our Board will administer the 2018 Plan. Such plan administrator will determine the participants to receive awards, the type and number of awards to be granted to each participant, and the terms and conditions of each grant.

Award Agreement. Awards granted under the 2018 Plan are evidenced by an award agreement that sets forth the terms, conditions and limitations for each award, which may include the term of the award, the provisions applicable in the event of the grantee's employment or service terminates, and our authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind the award.

Eligibility. We may grant awards to our employees, directors and consultants or prospective employees, directors, officers, consultants or advisors who have accepted offers of employment or consultancy from our company or our affiliates.

Exercise of Options. The plan administrator determines the expiration date of each award. However, the term of any award may not exceed ten years from the date of a grant. If any such award is not exercised prior to expiration, the award will be deemed forfeited.

Transfer Restrictions. Awards may not be transferred in any manner by the recipient other than by will or the laws of descent and distribution, except as otherwise provided by the plan administrator.

Amendment and Termination of the 2018 Plan. Our Board has the authority to amend, alter, suspend, discontinue, or terminate the plan. However, no such action may adversely affect in any material way any awards previously granted unless agreed by the recipient.

Outstanding Equity Awards at Fiscal Year-End

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table summarizes the total outstanding equity awards as of June 30, 2022, for each Named Executive Officer:

Name	Grant Date	Option Awards					Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	
Zhixin Liu	—	—	—	—	—	\$ —	—	45,000	67,500
Fu Liu	—	—	—	—	—	—	—	30,000	45,000

(1) Amounts in this column are based upon the closing price of the Company's common stock at December 30, 2022, the final trading day of the year, which was \$1.50.

Director Compensation

The following table shows for the fiscal year ended June 30, 2022, certain information with respect to the compensation of our directors.

Fiscal Year 2022 Director Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Total (\$)
Zhixin Liu*	—	—	—
Fu Liu	37,726	—	37,726
Michael J. Antonoplos	18,000	18,000	36,000
Stephen (Chun Kwok) Wong	7,743	—	7,743
Yan Yang	—	—	—

* Ms. Liu, our Chief Executive Officer, is also the chair of our Board but does not receive any additional compensation for her service as a director. See the section titled "Executive Compensation" for more information regarding the compensation of Ms. Liu.

* Mr. Liu Fu, our Director and Co-Founder, but does not receive any compensation for his service as a director. He is also the chairman of Shuhai Beijing, \$37,726 is the total salary received for his work and position of year 2022. The annual bonus is RMB 360,000 (\$55,752), Up to June 2022, 19,213 shares of stock was issued as the compensation of bonus \$27,876 and RMB180,000 (\$27876) is payable to Fu Liu. According to the agreement between Fu Liu and Datasea Inc., the Company grants to Mr. Liu ten thousand (10,000) shares of the Company's common stock each month, starting from July 1, 2021, payable quarterly with the aggregate number of shares for each quarter being issuable on the first day of the next quarter at a per share price of the closing price of the day prior to the issuance and being vested immediately with the undertaking from the grantee not to divest in the six (6) months after the issuance. Up to June 30 2022, 90,000 shares of stock was issued to Fu Liu and 30,000 shares of stock is payable to Fu Liu.

RELATED PARTY TRANSACTIONS

In April 2020, the Company's CEO (also the major stockholder of the Company) entered into a one-year apartment rental agreement with the Company for an apartment located in Harbin city as the Company's branch office with an annual rent of RMB 75,000 (\$11,000). The term was from May 1, 2020 through April 30, 2021. On April 30, 2021, Xunrui entered a new one-year lease for this location with the Company's President for an annual rent of RMB 75,000 (\$11,000). The rental expense for this agreement was \$10,647 and \$9,431 for the years ended June 30, 2022 and 2021, respectively. The lease was expired on April 30, 2022.

On October 1, 2020, the Company's CEO entered into an office rental agreement with Xunrui. Pursuant to the agreement, the Company rents an office in Harbin city with a total payment of RMB 163,800 (\$24,050) from October 1, 2020 through September 30, 2021. On October 1, 2021, Xunrui entered a new seven-month lease for this location with the Company's President for total rent of RMB 94,500 (\$14,690). The lease was expired April 30, 2022. On May 1, 2022, Xunrui entered a new one-year lease agreement covering this office location rental and another apartment rental (described above) with the Company's President for an annual rent of RMB 235,710 (\$35,120), the Company is required to pay the rent before April 30, 2023. The rental expense for the apartment and office was \$16,950 and \$12,663, respectively, for the six months ended December 31, 2022 and 2021. The rental expense for the apartment and office was \$8,320 and \$6,366, respectively, for the three months ended December 31, 2022 and 2021.

On July 1, 2021, the Company's CEO entered into a car rental agreement with the Company for one year. Pursuant to the agreement, the Company rents a car from the Company's CEO for a monthly rent of RMB 18,000 (\$2,800), or total payment of \$33,400, was paid in full at once. On July 1, 2022, the Company entered a new one-year lease for three cars with the Company's President for each car's monthly rent of RMB 18,000 (\$2,636); RMB 20,000 (\$2,876) and RMB 32,000 (\$4,686), respectively. The rental expense for those agreements was \$65,044 and \$15,532, respectively, for the six months ended December 31, 2022 and 2021. The rental expense for those agreements was \$34,293 and \$7,188, respectively, for the three months ended December 31, 2022 and 2021.

On September 1, 2021, the Company renewed a one-year lease for senior officers' dormitory in Beijing, the monthly rent is RMB 15,200 (\$2,439), payable every six months in advance. On September 1, 2022, the Company entered a new six-month lease for a total rent of RMB 91,200 (\$13,355), payable every three months in advance. The rental expense for this lease was \$13,116 and \$14,178 for the six months ended December 31, 2022 and 2021, respectively. The rental expense for this lease was \$6,438 and \$7,131 for the three months ended December 31, 2022 and 2021, respectively.

On December 24, 2021, the Company's CEO contributed RMB 400,000 (\$62,802) as capital contribution to Shuhai Beijing.

As of December 31, 2022 and June 30, 2022, the Company had due to related parties of \$97,280 and \$102,331, respectively, mainly was for the payable of an office leasing from the Company's CEO, accrued salary payable and certain expenses of the Company that were paid by the CEO and her father (one of the Company's directors), due to related parties bore no interest and payable upon demand.

Pre-Approval Policies and Procedures

Our Board reviewed and approved all audit and non-audit services provided by our independent registered public accounting firms, and has determined that their provision of such services to us during fiscal 2020 and 2019 is compatible with and did not impair their independence.

PROPOSAL 1
ELECTION OF DIRECTORS

Our Board currently consists of Zhixin Liu, Fu Liu, Michael J. Antonoplos, Stephen (Chun Kwok) Wong, and Yan Yang. The Nominating and Governance Committee nominated and recommended them for the Board approval, and the Board approved and recommended vote FOR each of Zhixin Liu, Fu Liu, Michael J. Antonoplos, Stephen (Chun Kwok) Wong, and Yan Yang.

All nominees have consented to being named herein and have indicated their intention to serve as our directors, if elected. The Board has no reason to believe that any nominee would be unable or unwilling to serve if elected. Unless authority to do so is withheld, the persons named as proxies will vote the shares represented by such proxies for the election of the named director nominees. In case any of the nominees becomes unavailable for election to the Board the persons named as proxies will have full discretion and authority to vote or refrain from voting for any other nominees in accordance with their judgment. The Board nominees, if elected, will serve until the next annual meeting of stockholders or until each successor is duly elected and qualified, and will be assigned to serve on the standing committees of the Board. Biographical information for our directors is provided above in the section entitled "Information About Directors and Executive Officers."

Vote Required and Recommendation of the Board of Directors

A plurality of the eligible votes cast is required to elect director nominees, and as such, the five nominees who receive the greatest number of "For" votes cast by stockholders, entitled to vote at the meeting, will be elected. A nominee who receives a plurality means he or she has received more votes than any other nominee for the same director's seat.

The Board recommends that stockholders vote FOR each of the director nominees for election to our Board of Directors.

PROPOSAL 2

TO RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has selected Paris Kreit & Chiu CPA LLP as our independent registered public accounting firm to audit our financial statements for the fiscal year ending June 30, 2023. Our stockholders are being asked to ratify this appointment. In the event that ratification of this selection of auditors is not approved by the stockholders, we will reassess our selection of auditors. Representatives of Paris Kreit & Chiu CPA are expected to be present virtually at the Annual Meeting, and will be available to respond to appropriate questions.

The following table sets forth fees billed to us by our previous independent registered public accounting firm, Paris Kreit & Chiu CPA's LLC (formerly Benjamin & Ko) and Morison Cogen LLP, for the fiscal years ended June 30, 2022 and 2021, respectively, for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements; (ii) services by our independent registered public accounting firms that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees; (iii) services rendered in connection with tax compliance, tax advice and tax planning; and (iv) all other fees for services rendered.

	2021	2022
Audit Fees	\$ 92,000	\$ 128,850
Audit-Related Fees	8,883	—
Tax Fees.	—	—
All Other Fees	—	—
TOTAL	<u>\$ 100,883</u>	<u>\$ 128,850</u>

- **Audit Fees** — Audit fees represent the aggregate fees billed for professional services rendered by our independent accounting firm for the audit of our annual financial statements, review of financial statements included in our quarterly reports, review of registration statements or services that are normally provided in connection with statutory and regulatory filings or engagements for those fiscal years.
- **Audit-Related Fees** — Audit-related fees represent the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit Fees.
- **Tax Fees** — Tax fees represent the aggregate fees billed for professional services rendered by our principal accountants for tax compliance, tax advice, and tax planning for such years.
- **All Other Fees** — All other fees represent the aggregate fees billed for products and services other than the services reported in the other categories.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee on an annual basis reviews audit and non-audit services performed by the independent auditors. All audit and non-audit services are pre-approved by the Audit Committee, which considers, among other things, the possible effect of the performance of such services on the auditors' independence.

Vote Required and Recommendation of the Board of Directors

The approval of Proposal 2 requires the affirmative votes of at least a majority of the shares present in person or by proxy and entitled to vote on the matter.

The Board recommends that stockholders vote FOR the ratification of the auditor appointment.

AUDIT COMMITTEE REPORT

The Audit Committee assists the Board with its oversight responsibilities regarding the Company's financial reporting process. The Company's management is responsible for the preparation, presentation and integrity of the Company's financial statements and the reporting process, including the Company's accounting policies, internal control over financial reporting and disclosure controls and procedures. Paris Kreit & Chiu CPA LLP (f/k/a Benjamin & Ko), the Company's independent registered public accounting firm, is responsible for performing an audit of the Company's financial statements. We have reviewed and discussed with management and Paris Kreit & Chiu CPA LLP the Company's audited financial statements. We discussed with Paris Kreit & Chiu CPA LLP the overall scope and plans of their audit. We met with Paris Kreit & Chiu CPA LLP, with and without management present, to discuss the results of its examinations, its evaluation of the Company's internal controls, and the overall quality of the Company's financial reporting. With regard to the fiscal year ended June 30, 2022, the Audit Committee (i) reviewed and discussed with management the Company's audited financial statements as of June 30, 2022, and for the year then ended; (ii) discussed with Paris Kreit & Chiu CPA LLP the matters required by Public Company Accounting Oversight Board (PCAOB) AS Section 1301, Communications with Audit Committees; (iii) received the written disclosures and the letter from Morison Cogen LLP required by applicable requirements of the PCAOB regarding Paris Kreit & Chiu CPA LLP's communications with the Audit Committee regarding independence; and (iv) discussed with Paris Kreit & Chiu CPA LLP about their independence. Based on the review and discussions described above, the Audit Committee recommended to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2022, for filing with the Securities and Exchange Commission.

/s/ Stephen Wong (Chair), Michael J. Antonoplos and Yan Yang

PROPOSAL 3
APPROVAL OF THE AMENDMENT NO. 2 TO OUR 2018 EQUITY INCENTIVE PLAN

Our Board of Directors, acting upon the recommendation of the Board of Directors' Compensation Committee (the "Compensation Committee"), has approved the Amendment No.1 to our 2018 Equity Incentive Plan (the "Plan") to increase the number of shares of the Common Stock, that are reserved thereunder by from 14,000,000 shares to 24,000,000 shares (the "Amendment"). The Board recommends the Amendment be approved and adopted by the Company's stockholders and directs that such proposal be submitted at the Annual Meeting.

As of the Record Date, we had issued shares of restricted stock or stock options as compensation to Company's directors, independent directors and consultant of common stock in an aggregate of approximately 1,613,380 shares and approximately 2,386,620 shares of common stock were available for issuance under the Plan. There were 25 participants in the Plan as of the Record Date.

The Compensation Committee has reviewed the Plan and determined that the Plan requires additional available shares for issuance to provide flexibility with respect to stock-based compensation that the Compensation Committee believes is necessary to establish appropriate long-term incentives to achieve our objectives. Our Board of Directors believes that it is advisable to increase the number of shares of the Common Stock from 14,000,000 shares to 24,000,000 shares in order to attract and compensate employees, officers, directors and other eligible participants upon whose judgment, initiative and effort we depend. The issuance of award under the Plan to these eligible participants is designed to align the interests of such participants with those of our stockholders.

The proposed Amendment to the Plan increases the number of shares of common stock that may be issued as awards under the Plan by 10,000,000 shares. As amended, the Plan will continue to provide that all of the shares authorized for issuance (including the increased shares) may be granted as incentive stock options as long as other awards pursuant to the Plan and the Plan will also continue to provide for appropriate adjustments in the number of shares in the event of a stock dividend, recapitalization, merger or similar transaction. A copy of the Amendment is attached hereto as Appendix A and is incorporated by reference herein.

Shares Available

Our Board of Directors has authorized, subject to the stockholders' approval, to reserve an additional 24,000,000 shares of our common stock for issuance under the Plan. In the event of any stock dividend, stock split, reverse stock split, share combination, recapitalization, merger, consolidation, spin-off, split-up, reorganization, rights offering, liquidation, or any similar change event of or by our company, appropriate adjustments will be made to the shares subject to the Plan and to any outstanding awards. Shares available for awards under the Plan may be either newly-issued shares or treasury shares.

In certain circumstances, shares subject to an outstanding award may again become available for issuance pursuant to other awards available under the Plan. For example, shares subject to forfeited, terminated, canceled or expired awards will again become available for future grants under the Plan.

Administration

The Board has delegated the administration of the Plan to the Compensation Committee, and the Compensation Committee has full and complete authority, in its discretion, but subject to the express provisions of the Plan, to designate participants; to determine the type or types of awards to be granted, to determine the number of awards to be granted and the time or times at which awards shall be granted; to establish the terms and conditions upon which awards may be exercised; to specify, at the time of grant, provisions relating to exercisability of awards and to accelerate or otherwise modify the exercisability of any awards. All determinations of the Compensation Committee are final and binding on all persons having an interest in the Plan or in any award made under the Plan. The costs and expenses of administering the Plan are borne by the Company.

Eligibility

Eligible persons include: (i) individual employed by the Company or an Affiliate; *provided, however*, that no such employee covered by a collective bargaining agreement shall be an Eligible Person unless and to the extent that such eligibility is set forth in such collective bargaining agreement or in an agreement or instrument relating thereto; (ii) director of the Company or an Affiliate; (iii) consultant or advisor to the Company or an Affiliate, provided that if the Securities Act applies such persons must be eligible to be offered securities registrable on Form S-8 under the Securities Act; or (iv) prospective employees, directors, officers, consultants or advisors who have accepted offers of employment or consultancy from the Company or its Affiliates (and would satisfy the provisions of clauses (i) through (iii) above once he or she begins employment with or begins providing services to the Company or its Affiliates).

Term of the Plan

The Plan shall terminate automatically on August 22, 2028, unless terminated earlier by the Board, except with respect to Awards then outstanding. The Board may terminate this Plan or any portion thereof at any time pursuant to Section 14(a) of the Plan, and no Awards may be granted under the Plan after it is terminated.

Incentive Stock Options and Non-qualified Stock Options

All Options granted under this Plan shall be Nonqualified Stock Options unless the applicable award agreement expressly states that the Option is intended to be an Incentive Stock Option. Officers, directors, and consultants of the Company who are not also employees shall not be eligible to receive Incentive Stock Options.

No Incentive Stock Option shall be exercisable more than ten (10) years from the date the Stock Option was granted. However, if a grantee owns or is deemed to own (by reason of the attribution rules of Section 424(d) of the Code) more than 10% of the combined voting power of all classes of stock of the Company or any parent corporation or subsidiary corporation of the Company, and the Stock Option is granted to such grantee, the term of the Stock Option shall be for no more than five (5) years from the date of grant. The Compensation Committee, in its sole discretion, shall determine whether any particular Stock Option shall become exercisable in one or more installments, specify the installment dates, and, within the limitations herein provided, determine the total period during which the Stock Option is exercisable. The exercise price of a Stock Option shall be payable on exercise of the option (i) in cash or by check, cash equivalent and/or vested Common Shares valued at the Closing Price at the time the Option is exercised (including, pursuant to procedures approved by the Committee, by means of attestation of ownership of a sufficient number of Common Shares in lieu of actual delivery of such shares to the Company); *provided, however*, that such Common Shares are not subject to any pledge or other security interest and; (ii) by such other method as the Committee may permit in accordance with applicable law, in its sole discretion, including without limitation: (A) in other property having a fair market value (as determined by the Committee in its discretion) on the date of exercise equal to the Exercise Price or (B) if there is a public market for the Common Shares at such time, by means of a broker-assisted “cashless exercise” pursuant to which the Company is delivered a copy of irrevocable instructions to a stockbroker to sell the Common Shares otherwise deliverable upon the exercise of the Option and to deliver promptly to the Company an amount equal to the Exercise Price or (C) by a “net exercise” method whereby the Company withholds from the delivery of the Common Shares for which the Option was exercised that number of Common Shares having a Closing Price equal to the aggregate Exercise Price for the Common Shares for which the Option was exercised. Any fractional Common Shares shall be settled in cash.

If a grantee’s employment with the Company is terminated, the unvested portion of such Stock Option shall expire upon termination of employment or service of the Participant granted the Option, and the vested portion of such Option shall remain exercisable for: (A) one year following termination of employment or service by reason of such Participant’s death or Disability (with the determination of Disability to be made by the Committee on a case by case basis), but not later than the expiration of the Option Period; (B) for directors, officers and employees of the Company only, for the remainder of the Option Period following termination of employment or service by reason of such Participant’s Retirement (it being understood that any Incentive Stock Option held by the Participant shall be treated as a Nonqualified Stock Option if exercise is not undertaken within 90 days of the date of Retirement); or (C) 90 calendar days following termination of employment or service for any reason other than such Participant’s death, Disability or Retirement, and other than such Participant’s termination of employment or service for Cause, but not later than the expiration of the Option Period.

If a grantee's employment with the Company is terminated, a director grantee ceases to be a director, or a consultant grantee ceases to be a consultant, the terms of any then outstanding Nonqualified Stock Option held by the grantee shall extend for a period ending on the earlier of the date established by the Compensation Committee at the time of grant or three (3) months after the grantee's last date of employment or cessation of being a director or consultant, and such Stock Option shall be exercisable to the extent it was exercisable as of the date of termination of employment or cessation of being a director or consultant.

Restricted Stock and Restricted Stock Units Award

Under the Plan, officers, employees, directors and consultants shall be eligible to receive grants of restricted stock ("Restricted Stock"). The Compensation Committee shall determine and designate from time to time those officers, employees, directors and consultants who are to be granted Restricted Stock and the number of shares of common stock subject to such award. The Compensation Committee, in its sole discretion, shall make such terms and conditions applicable to the grant of Restricted Stock as may appear generally acceptable or desirable to the Compensation Committee.

If a grantee's employment with the Company is terminated, a director grantee ceases to be a director, or a consultant grantee ceases to be a consultant, prior to the lapse of any restrictions applicable to the Restricted Stock, then such Restricted Stock shall be forfeited and the Grantee shall return the certificates representing such Restricted Stock to the Company.

Under the Plan, officers, employees, directors, and consultants shall be eligible to receive grants of restricted stock units ("Restricted Stock Units") under this Plan. The Compensation Committee shall determine and designate from time to time those officers, employees, directors and consultants who are to be granted Restricted Stock Units and number of shares of common stock subject to such award. The Compensation Committee, in its sole discretion, shall make such terms and conditions applicable to the grant of Restricted Stock Units as may appear generally acceptable or desirable to the Compensation Committee.

If a grantee's employment with the Company is terminated, a director grantee ceases to be a director, or a consultant grantee ceases to be a consultant, prior to the lapse of any restrictions applicable to the Restricted Stock Units, then such Restricted Stock Unit shall be forfeited and the grantee shall return the certificates representing such Restricted Stock to the Company.

Change in Control Provisions

If and only to the extent provided in the award agreement, or to the extent otherwise determined by the Compensation Committee, upon the occurrence of a "Change in Control", the Compensation Committee shall take such action as it deems appropriate and equitable to effectuate the purposes of this Plan and to protect the grantees of awards, which action may include but be not limited to: (i) acceleration or change of the exercise and/or expiration dates of any award to require that exercise be made, if at all, prior to the change in control; and (ii) adjusting any or all of the number of Common Shares or other securities of the Company (or number and kind of other securities or other property) that may be delivered in respect of Awards or with respect to which Awards may be granted under this Plan (including, without limitation, adjusting any or all of the limitations under Section 5 of this Plan).

Fair Market Value

Under the Plan, fair market value means (i) if the common shares (A) are listed on a national securities exchange or the NASDAQ system, or (B) are not listed on a national securities exchange, but is quoted by the OTC Markets Group, Inc. or any successor or alternative recognized over-the-counter market or another inter-dealer quotation system, on a last sale basis, the average selling price of the Common Shares reported on such national securities exchange or other inter-dealer quotation system, determined as the arithmetic mean of such selling prices over the thirty (30) Business Day period preceding the Date of Grant, weighted based on the volume of trading of such Common Shares on each trading day during such period; (ii) if the common stock is not listed on a national securities exchange or quoted in an inter-dealer quotation system on a last sale basis, the amount determined by the Committee in good faith to be the fair market value of the Common Shares.

Transferability Restrictions

Generally and unless otherwise provided in an award agreement, shares or rights subject to an award cannot be assigned or transferred other than by will or by the laws of descent and distribution and awards may be exercised during the participant's lifetime only by the participant or his or her guardian or legal representative. However, the Committee may, in its sole discretion, permit Awards (other than Incentive Stock Options) to be transferred by a Participant, with or without consideration, subject to such rules as the Committee may adopt consistent with any applicable Award agreement to preserve the purposes of this Plan, to: (A) any person who is an "immediate family member" of the Participant; (B) a trust solely for the benefit of the Participant and his or her Immediate Family Members; or (C) a partnership or limited liability company whose only partners or stockholders are the Participant and his or her Immediate Family Members; or (D) any other transferee as may be approved provided that the Participant gives the Committee advance written notice describing the terms and conditions of the proposed transfer and the Committee notifies the Participant in writing that such a transfer would comply with the requirements of this Plan.

Amendment and Termination of the Plan

The Board may amend, alter, suspend, discontinue, or terminate this Plan or any portion thereof at any time; provided, that (i) no amendment to the definition of Eligible Employee in Section 2, Section 5(i), Section 11(c) or Section 14(b) (to the extent required by the proviso in such Section 14(b)) shall be made without stockholder approval and (ii) no such amendment, alteration, suspension, discontinuation or termination shall be made without stockholder approval if such approval is necessary to comply with any tax or regulatory requirement applicable to this Plan (including, without limitation, as necessary to comply with any rules or requirements of any securities exchange or inter-dealer quotation system on which the Common Shares may be listed or quoted or to prevent the Company from being denied a tax deduction under Section 162(m) of the Code); *and, provided, further*, that any such amendment, alteration, suspension, discontinuance or termination that would materially and adversely affect the rights of any Participant or any holder or beneficiary of any Award theretofore granted shall not to that extent be effective without the prior written consent of the affected Participant, holder or beneficiary.

Federal Tax Consequences

The following brief summary of the effect of federal income taxation upon the recipients and us with respect to the shares under the Plan does not purport to be complete, and does not discuss the tax consequences of a recipient's death or the income tax laws of any state or foreign country in which the recipient may reside.

Tax Withholding

A Participant shall be required to pay to the Company or any Affiliate, or the Company or any Affiliate shall have the right and is hereby authorized to withhold, from any cash, Common Shares, other securities or other property deliverable under any Award or from any compensation or other amounts owing to a Participant, the amount (in cash, Common Shares, other securities or other property) of any required withholding taxes in respect of an Award, its exercise, or any payment or transfer under an Award or under this Plan and to take such other action as may be necessary in the opinion of the Committee or the Company to satisfy all obligations for the payment of such withholding and taxes.

Securities Authorized for Issuance Under Equity Compensation Plans

Equity Compensation Plan Information

The following table provides certain information with respect to all of our compensation plans in effect as of June 30, 2022:

Plan Category	(A) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column(A))
Equity Compensation Plans approved by stockholders	417,283 ⁽¹⁾	\$ —	3,582,717 ⁽²⁾
Equity Compensation Plans not approved by stockholders . .	—	—	—
Total	<u>417,283</u>	<u>\$ —</u>	<u>3,582,717</u>

- (1) Consists of shares subject to outstanding stock awards under the 2018 Equity Incentive Plan, some of which are vested and some of which remain subject to the vesting of the respective equity award.
- (2) Consists of shares available for future issuance under the 2018 Equity Incentive Plan. As of June 30, 2022, an aggregate of 3,582,717 shares of common stock were available for issuance under the 2018 Equity Incentive Plan.

Vote Required and Board of Directors' Recommendation

Assuming a quorum is present, the affirmative vote of the stockholders present in person or represented by proxy holding shares representing at least a majority of the votes so present or represented and entitled to be cast thereon.

The Board of Directors recommends a vote “FOR” the approval of the Amendment No. 2 to our 2018 Equity Incentive Plan.

PROPOSAL 4
AUTHORIZATION TO ADJOURN THE ANNUAL MEETING

If the Annual Meeting is convened and a quorum is present, but there are not sufficient votes to approve Proposal 1, 2, and/or 3, one or more of our proxy holders may move to adjourn the Annual Meeting at that time in order to enable our Board to solicit additional proxies. In this proposal, we are asking our stockholders to authorize one or more of our proxy holders to adjourn the Annual Meeting to another time and place, if necessary, to solicit additional proxies in the event that there are not sufficient votes to approve Proposal 1, 2 and/or 3. If our stockholders approve this proposal, one or more of our proxy holders can adjourn the Annual Meeting and any adjourned session of the Annual Meeting to allow for additional time to solicit additional proxies, including the solicitation of proxies from our stockholders that have previously voted. Among other things, approval of this proposal could mean that, even if we had received proxies representing a sufficient number of votes to defeat Proposal 1, 2 and/or 3, we could adjourn the Annual Meeting without a vote on such proposals and seek to convince our stockholders to change their votes in favor of such proposals. If it is necessary to adjourn the Annual Meeting, no notice of the adjourned meeting is required to be given to our stockholders, other than an announcement at the Annual Meeting of the time and place to which the Annual Meeting is adjourned, so long as the meeting is adjourned for 30 days or less and no new record date is fixed for the adjourned meeting. At the adjourned meeting, we may transact any business which might have been transacted at the original meeting.

Vote Required and Recommendation of the Board of Directors

The approval of this Proposal requires the affirmative vote of the stockholders present in person or represented by proxy holding shares representing at least a majority of the votes so present or represented and entitled to be cast thereon.

The Board recommends a vote “FOR” the approval of this Proposal.

AVAILABILITY OF PROXY MATERIALS AND ANNUAL REPORT ON FORM 10-K

These proxy solicitation materials are available at <https://www.westcoaststocktransfer.com/dtss-proxy/on> or about May 5, 2023 to all stockholders entitled to vote at the Annual Meeting. A copy of the Company's Annual Report on Form 10-K will be made available at <https://www.westcoaststocktransfer.com/dtss-proxy/> concurrently with these proxy solicitation materials.

The Company is furnishing proxy materials to our stockholders primarily via the Internet, rather than mailing printed copies of these materials to each stockholder. We believe that this process should expedite stockholders' receipt of proxy materials, lower the costs incurred by us for the Annual Meeting and help to conserve natural resources. On or about May 5, 2023, we will mail to each stockholder of record and beneficial owners (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials, in the form of a mailing titled "Important Notice Regarding the Availability of Proxy Materials", that contains instructions on how to access and review the proxy materials, including this proxy statement and the Company's Annual Report, on a website referred to in such notice and how to access a proxy card to vote. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of the proxy materials. If you receive a Notice of Internet Availability of Proxy Materials by mail, you should not expect to receive a printed copy of the proxy materials unless you request one. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, currently or on an ongoing basis, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

OTHER PROPOSED ACTION

Our Board of Directors does not intend to bring any other matters before the Annual Meeting, nor does it know of any matters which other persons intend to bring before the Annual Meeting. If, however, other matters not mentioned in this proxy statement properly come before the Annual Meeting, the persons named in the accompanying form of proxy will vote thereon in accordance with the recommendation of the Board of Directors.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy materials with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies. This year, a number of brokers with account holders who are the Company’s stockholders may be “householding” our proxy materials. A single copy of the proxy materials may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate copy of the proxy materials, please (1) notify your broker, or (2) direct your written request to 20th Floor, Tower B, Guorui Plaza, 1 Ronghua South Road, Technological Development Zone, Beijing, People’s Republic of China 100176, Attention: Corporate Secretary. Stockholders who currently receive multiple copies of the proxy materials at their address and would like to request householding of their communications should contact their brokers. In addition, upon written request to the address set forth above, we will promptly deliver a separate copy of the proxy materials to any stockholder at a shared address to which a single copy of the documents was delivered.

STOCKHOLDER PROPOSALS AND SUBMISSIONS

In order to be eligible for inclusion in our proxy statement and form of proxy for our 2022 Annual Meeting, a proposal of a stockholder, including the submission of a stockholder nominee for election to our Board of Directors, must be received at our principal executive offices located in Beijing, PRC no later than May 7, 2023 (the “Deadline”). The notice of the proposal also must comply with the content requirements for such notices set forth in our Amended and Restated Bylaws. Whether or not you expect to be present at the Annual Meeting, please sign and return the enclosed proxy promptly. Your vote is important. If you are a stockholder of record and attend the Annual Meeting and wish to vote in person, you may withdraw your proxy at any time prior to the vote.

By Order of the Board of Directors of Datasea Inc.

By: /s/ Zhixin Liu
Name: Zhixin Liu
Title: Chairman of the Board and Chief Executive Officer

April 27, 2023

**AMENDMENT NO. 2 TO
DATASEA INC.
2018 EQUITY INCENTIVE PLAN**

Datasea Inc, (the “Company”) previously approved and adopted the 2018 Equity Incentive Plan (the “Plan”) to encourage the Plan’s participants to acquire and hold stock in the Company as an added incentive to remain with the Company and increase their efforts in promoting the interests of the Company, and to enable the Company to attract and retain capable individuals. By way of board and stockholder approval on April 27, 2022 (Eastern Time), the Company approved Amendment No. 1 to the Plan, and the Committee was authorized to deliver under the Plan an aggregate of an amount equal to 14,000,000 common shares. By this Amendment, the Company desires to amend the Plan to increase the number of shares available under the Plan.

1. Capitalized terms used but not otherwise defined herein shall have the respective meanings assigned to such terms in the Plan.

2. The effective date of this Amendment to the Plan shall be June 19, 2023, upon the stockholders’ approval.

3. Section 5(b) of the Plan is amended and revised in its entirety as follows:

4. *Grant of Awards; Shares Subject to this Plan; Limitations.*

(b) Subject to Sections 3. 11 and 12 of this Plan, the Committee is authorized to deliver under this Plan an aggregate of an amount equal to 24,000,000 common shares. Each Common Share subject to an Option or a Stock Appreciation Right will reduce the number of Common Shares available for issuance by one share, and each Common Share underlying an Award of Restricted Stock, Restricted Stock Units, Stock Bonus Awards and Performance Compensation Awards will reduce the number of Common Shares available for issuance by 1.15 shares.

5. This Amendment shall amend only the provision of the Plan as set forth herein. Those provisions of the Plan not expressly amended hereby shall be considered in full force and effect.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed by its duly authorized representative on this April 27, 2023.

Datasea Inc.

By: /s/ Zhixin Liu

Name: Zhixin Liu

Title: Chairman of the Board and
Chief Executive Officer

April 27, 2023