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

If you have sold or transferred all your shares in China Minsheng Drawin Technology Group Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.



China Minsheng Drawin Technology Group Limited

中民築友科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board of China Minsheng Drawin Technology Group Limited is set out on pages 3 to 6 of this circular. A notice convening the annual general meeting of China Minsheng Drawin Technology Group Limited to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 13 June 2016 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy is also enclosed. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed proxy form and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the annual general meeting or any adjournment thereof should you so wish.

10 May 2016

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DEFINITIONS

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

| | |
|-----------------------|--|
| “AGM” | the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 13 June 2016 at 10:00 a.m., the notice of which is set out on pages 14 to 18 of this circular; |
| “AGM Notice” | the notice of AGM dated 10 May 2016 which is set out on pages 14 to 18 of this circular; |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Board” | the board of Directors of the Company; |
| “Bye-law(s)” | the bye-laws of the Company; |
| “Bondholder(s)” | any person whose name is for the time being registered in the register of Bondholder kept by the Company pursuant to the terms and conditions of the Convertible Bond and any person entitled by transmission to be registered as such; |
| “Business Day” | a day on which the Stock Exchange is open for business of dealing in securities; |
| “Company” | China Minsheng Drawin Technology Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of Stock Exchange (Stock code: 726); |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Convertible Bonds” | the zero coupon convertible bond of the Company due on 26 May 2018 with an outstanding principal amount of HK\$200 million convertible into a maximum of 100,000,000 Shares at the price of HK\$0.20 per Share (subject to adjustment); |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |

DEFINITIONS

| | |
|---------------------------|---|
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Latest Practicable Date” | 4 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “SFO” | the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong; |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of Shares; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers; |
| “%” | per cent. |

LETTER FROM THE BOARD



China Minsheng Drawin Technology Group Limited

中民築友科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

Executive Directors:

MI Hongjun (*Chairman*)

YIN Jun (*Deputy Chairman, Chief Executive Officer*)

CHEN Domingo

Non-Executive Directors:

FANG Rong

ZHOU Feng

Independent Non-Executive Directors:

LEE Chi Ming

CHAN Chi Hung, Anthony

JIANG Hongqing

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal place of business

in Hong Kong:

Suites 1001-1004,

10th Floor,

One Pacific Place,

88 Queensway,

Hong Kong

10 May 2016

Dear Shareholder(s),

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the Re-election of Directors.

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate as well as the re-election of Directors, and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND SHARE REPURCHASE MANDATE

At the AGM, the Directors will propose resolutions to the Shareholders to grant the General Mandate and the Share Repurchase Mandate to the Directors.

General Mandate

Resolution no. 4 referred to in the AGM Notice will, if passed, give a general unconditional mandate (the “General Mandate”) to the Directors authorising the exercise by the Directors of the powers of the Company to allot additional Shares up to 20% of the issued share capital of the Company at the date of the AGM.

As at the Latest Practicable Date, the Company had an aggregate of 10,209,602,920 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 2,041,920,584 Shares.

Share Repurchase Mandate

Resolution no. 5 (the “Ordinary Resolution”) referred to in the AGM Notice will, if passed, give a general unconditional mandate (the “Share Repurchase Mandate”) to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of the AGM (the “Repurchase Proposal”).

The Directors also propose a separate ordinary resolution at the AGM to add to the General Mandate to issue those Shares repurchased by the Company pursuant to the exercise of the Repurchase Mandate proposed to be granted to the Directors at the AGM (the “Extension of General Mandate”).

The Directors propose to seek your approval of the Ordinary Resolution to be proposed at the AGM. The information set out in Appendix I to this circular constitutes an Explanatory Statement in accordance with the relevant rules as set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange (the “Share Buy Back Rules”).

RE-ELECTION OF DIRECTORS

According to Bye-law 99 of the Company’s bye-laws, at each annual general meeting, 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. A retiring Director shall be eligible for re-election.

LETTER FROM THE BOARD

According to Bye-law 102 of the Company's bye-laws, any Director appointed by the Board shall hold office until the next following general meeting (in the case of the filling of casual vacancy) or the next following annual general meeting of the Company (in the case of an additional Director) and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

In accordance with Bye-law 99 of the Company's bye-laws, Mr. Chen Domingo, Mr. Lee Chi Ming and Mr. Jiang Hongqing shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. A form of proxy is enclosed for use at the AGM. You are requested to complete and return the form of proxy to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The lodging of a form of proxy will not preclude you from subsequently attending the AGM or any adjournment thereof and voting in person should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be considered and, if thought fit, passed at the AGM will be voted by way of poll by the Shareholders.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions in respect of the General Mandate, the Repurchase Mandate, the Extension of General Mandate and the proposed re-election of Directors are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is drawn to the Appendices to this circular.

Yours faithfully
For and on behalf of
China Minsheng Drawin Technology Group Limited
Mi Hongjun
Executive Director and Chairman

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information for Shareholders to consider the Repurchase Mandate.

(1) SHAREHOLDERS' APPROVAL

The Share Buy Back Rules provide that all on-market share repurchased by company with its primary listing on the Stock Exchange must be of fully paid up shares and approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to specific transactions.

(2) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,209,602,920 Shares. Subject to the passing of the Ordinary Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 1,020,960,292 Shares.

(3) REASONS FOR THE REPURCHASE PROPOSAL

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

(4) FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of funds of the Company otherwise available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose of the repurchase to such extent allowable under the Companies Act 1981 of Bermuda (as amended). The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

Further, the Company may not repurchase its own Shares if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is or, after the repurchase would be, unable to pay its liabilities as they become due during the proposed repurchase period. Such proposed repurchase period means the period from the passing of the Ordinary Resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date on which the authority sets out in the Ordinary Resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by Bermuda laws or the bye-laws of the Company.

The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirement of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

(5) SHARE PRICES

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

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| May 2015 | 1.220 | 0.690 |
| June 2015 | 1.100 | 0.750 |
| July 2015 | 0.790 | 0.385 |
| August 2015 | 0.600 | 0.400 |
| September 2015 | 0.600 | 0.460 |
| October 2015 | 0.560 | 0.495 |
| November 2015 | 0.510 | 0.460 |
| December 2015 | 0.540 | 0.460 |
| January 2016 | 0.510 | 0.400 |
| February 2016 | 0.455 | 0.360 |
| March 2016 | 0.445 | 0.380 |
| April 2016 | 0.400 | 0.350 |
| May 2016 (up to and including the Latest Practicable Date) | 0.370 | 0.350 |

(6) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, they will exercise the powers of the Company to make repurchases pursuant to the Ordinary Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

(7) DIRECTORS, ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Proposal if such is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

(8) EFFECTS OF THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 5% of the Shares then in issue as recorded in the register of the Company kept under the section 336 of the SFO:

| Name | Number of Shares | Approximately percentage of the issued share capital of the Company (Note 5) |
|--|---------------------|---|
| China Minsheng Investment Corp., Ltd. (Note 1) | 6,500,000,000 | 63.67% |
| China Minsheng Jiaye Investment Co., Ltd. (Note 2) | 6,500,000,000 | 63.67% |
| Jiayao Global Investments Limited (Note 2) | 6,500,000,000 | 63.67% |
| Honghu Capital Company Limited (Note 3) | 1,000,000,000 | 9.79% |
| Deng Jun Jie (Note 4) | 1,000,000,000 | 9.79% |
| Quantum China Asset Management Limited | 826,840,000 | 8.10% |

Notes:

1. China Minsheng Investment Corp., Ltd is a large private investment company organized by The All-China Federation of Industry and Commerce in China and was launched by 59 well-known private enterprises throughout China. China Minsheng Jiaye Investment Co., Ltd. ("CMJYI") is a wholly owned subsidiary of China Minsheng Investment Corp., Ltd.
2. On 9 February 2015, CMJYI and the Company entered into the Share Subscription Agreement pursuant to which CMJYI agreed to subscribe for and the Company agreed to issue and allot 6,500 million new shares of the Company which was determined by dividing HK\$1,300 million (being the total subscription consideration under the Share Subscription Agreement) by HK\$0.20 (being the subscription price per subscription share). Details in relation to the shares subscription are set out in the Company's circular dated 30 April 2015. The share subscription was approved by the Company's shareholders on 18 May 2015 and completion took place on 27 May 2015, on which 6,500 million new shares were successfully issued and allotted to Jiayao Global Investments Limited, a wholly owned subsidiary of CMJYI.

3. On 9 February 2015, Honghu Capital Company Limited (“Honghu Capital”) and the Company entered into the Convertible Bonds Subscription Agreement pursuant to which the Company agreed to issue, and Honghu Capital agreed to subscribe for, the zero coupon Convertible Bonds in an aggregate principal amount of HK\$200 million. Assuming exercise in full of the conversion rights attaching to the zero coupon Convertible Bonds, 1,000 million conversion shares will be allotted and issued to Honghu Capital. Details in relation to the CB subscription are set out in the Company’s circular dated 30 April 2015. The Convertible Bonds subscription had been approved by the Company’s shareholders on 18 May 2015 and completion took place on 27 May 2015.
4. Honghu Capital is a company 100% owned by Mr. Deng Jun Jie.
5. For the purpose of this section, the shareholding percentage in the Company is calculated on the basis of 10,209,602,920 Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

| Name | Number of Shares | Percentage |
|---|------------------|------------|
| China Minsheng Investment Corp., Ltd. | 6,500,000,000 | 70.74% |
| China Minsheng Jiaye Investment Co., Ltd. | 6,500,000,000 | 70.74% |
| Jiayao Global Investments Limited | 6,500,000,000 | 70.74% |
| Honghu Capital Company Limited | 1,000,000,000 | 10.88% |
| Deng Jun Jie | 1,000,000,000 | 10.88% |
| Quantum China Asset Management Limited | 826,840,000 | 9.00% |

Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but will result in insufficient public float. The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, cause any takeover obligation of any Shareholder or group of Shareholders acting in concert or insufficient public float.

(9) SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Information on the Directors proposed for re-election at the AGM is set out below:

Mr. Chen Domingo (“Mr. Chen”), aged 61, executive Director of the Company. Before joining the Company, he was Head of Capital Markets & Corporate Affairs of Agile Property Holdings Limited (Stock code: 3383), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He was mainly in charge of overseas financing and operation management of Hong Kong regional headquarter. Prior to that, Mr. Chen was employed by many transnational companies and listed companies as director or senior management. He has proven track records and extensive experience in China real estate development, corporate finance, operation management and investor relations. Mr. Chen obtained an Executive Master of Business Administration degree jointly from Kellogg School of Management at Northwestern University, Chicago and Hong Kong University of Science and Technology in 1999 and a Diploma in Program for Management Development from Harvard University, Boston in 1988. Mr. Chen, was appointed as an executive director of REX Global Entertainment Holdings Limited on 8 July 2015, a company listed on the Main Board of the Stock Exchange (stock code: 164) and he had served as an executive director of Leyou Technologies Holdings Limited (stock code: 1089) from 8 May 2015 to 24 July 2015. Save as disclosed, Mr. Chen did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date.

Mr. Chen entered into a letter of appointment with the Company on 5 December 2014, pursuant to the terms and conditions of which his service term is subject to retirement by rotation in accordance with the Company’s bye-laws. The letter of appointment can be terminated by either party giving to the other party three months’ notice in writing. He is entitled to a fixed salary of HK\$ 110,000 per month, which was determined by the Board with reference to the recommendation from the Remuneration Committee of the Company and his duties and responsibilities within the Group and the prevailing market rate; and the employer’s contribution to mandatory provident fund.

As at the Latest Practicable Date, Mr. Chen does not have any interests in Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chen as a Director.

Mr. Lee Chi Ming (“Mr. Lee”), aged 63, is an independent non-executive Director of the Company. He is a fellow member of Association of Chartered Certified Accountants (“ACCA”) and Hong Kong Institute of Certified Public Accountants (“HKICPA”). He graduated from Hong Kong Polytechnic University. He also holds a LLB degree from University of London and a master degree in Business Administration from University of Hong Kong. Mr. Lee serves as Vice President of the Hong Kong branch of ACCA and a member of the Advisory Committee of the College of Professional and Continuing Education (“CPCE”) of Hong Kong Polytechnic University. He was the past president of ACCA, Hong Kong (2003/04) and a Council member of HKICPA (2005). Mr. Lee has over 25 years of experience in the fields of accounting, regulations and asset management. He held various senior positions with the Securities and Futures Commission (“SFC”), Hong Kong since 1995, as director of Licensing, director of Corporate Planning and director of Finance and Administration. Mr. Lee retired from SFC in July 2014 and joined as director and managing partner of Benington Capital Ltd, an asset management company which manages a Greater China focused long-short equity fund for professional investors. Mr. Lee is an independent non-executive director of REX Global Entertainment Holdings Limited (Stock Code: 164) and Huatai Securities Company Limited (Stock Code: 6886). Save as disclosed, Mr. Lee did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date.

Mr. Lee entered into a letter of appointment with the Company on 30 December 2014 for a fixed term of three years therefrom (unless otherwise terminated earlier by either party giving to the other party one month’s notice in writing) and he is subject to retirement by rotation in accordance the Company’s bye-laws. He is entitled to a fixed director’s fee of HK\$20,000 per month, which was determined by the Board with reference to the recommendation from the Remuneration Committee of the Company and his duties and responsibilities within the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Lee does not have any interests in Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Lee as a Director.

Mr. Chan Chi Hung, Anthony (“Mr. Chan”), aged 42, an independent non-executive Director of the Company, is an executive director of EPI Holdings Limited (“EPI”), an international oil & gas operator (Stock Code: 689). Prior to joining EPI in July 2013, Mr. Chan has held senior management positions at other Hong Kong listed companies. He was the executive director of China Financial Leasing Group Limited (Stock Code: 2312) from April 2007 to July 2013. Mr. Chan has held the position of non-executive director at Build King Holdings Limited (Stock Code: 240) since December 2008. Prior to his managerial career, Mr. Chan was the investment manager of Springfield Financial Advisory Limited, in charge of private equity, fund-of-funds and fixed-income investment portfolios for four years. Mr. Chan started his career as a banker in J.P. Morgan covering Asia ex-Japan region. Mr. Chan is a graduate of University of Minnesota - Twin Cities and Stanford Graduate School of Business, both in United States. Save as disclosed, Mr. Chan did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date.

Mr. Chan entered into a letter of appointment with the Company on 30 December 2014 for a fixed term of three years therefrom (unless otherwise terminated earlier by either party giving to the other party one month’s notice in writing) and he is subject to retirement by rotation in accordance the Company’s bye-laws. He is entitled to a fixed director’s fee of HK\$20,000 per month, which was determined by the Board with reference to the recommendation from the Remuneration Committee of the Company and his duties and responsibilities within the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Chan does not have any interests in Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chan as a Director.

NOTICE OF ANNUAL GENERAL MEETING



China Minsheng Drawin Technology Group Limited

中民築友科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Minsheng Drawin Technology Group Limited (the “Company”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 13 June 2016 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company

1. To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the nine months period ended 31 December 2015;
2.
 - (i) To re-elect Mr. Chen Domingo as an executive director of the Company;
 - (ii) To re-elect Mr. Lee Chi Ming as an independent non-executive director of the Company;
 - (iii) To re-elect Mr. Chan Chi Hung, Anthony as an independent non-executive director of the Company;
 - (iv) To authorise the board of directors of the Company to fix the remuneration of directors;
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company, be and is hereby generally and unconditionally approved, provided that, otherwise than (i) pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares of the Company as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company, the aggregate nominal amount of share capital issued, allotted or disposed of or agreed conditionally or unconditionally to be issued, allotted or dealt with whether pursuant to an option or otherwise, shall not in total exceed 20 per cent of the nominal amount of share capital of the Company in issue on the date of passing this Resolution and the said approval shall be limited accordingly; and
- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the bye-laws of the Company or any applicable law to be held.”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total nominal amount of the shares of the Company in issue on the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the bye-laws of the Company or any applicable law to be held.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT**, subject to the passing of Resolutions No. 4 and No. 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot and deal with additional shares and to make or grant offers, agreements and options which might or would require the exercise of such power pursuant to Resolution No. 4 set out in the notice convening this meeting, be and is hereby extended by the addition to the total nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total nominal amount of shares in the capital of the Company which has been repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting provided that such amount of shares shall not exceed 10 per cent of the total nominal amount of the share capital of the Company in issue on the date of passing this Resolution.”

Yours faithfully
For and on behalf of
China Minsheng Drawin Technology Group Limited
Mi Hongjun
Executive Director and Chairman

Hong Kong, 10 May 2016

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal place of business
in Hong Kong:*
Suites 1001-1004,
10th Floor,
One Pacific Place,
88 Queensway,
Hong Kong

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority must be deposited with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (iv) In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
- (v) Biographical details of the directors proposed for re-election are set out in the Appendix II of this circular, of which this notice forms part.

As at the date of this notice, the Board comprises Mr. Mi Hongjun (Chairman), Mr. Yin Jun (Deputy Chairman) and Mr. Chen Domingo as executive Directors; Ms. Fang Rong and Mr. Zhou Feng as non-executive Directors; Mr. Lee Chi Ming, Mr. Chan Chi Hung, Anthony and Mr. Jiang Hongqing as independent non-executive Directors.