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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**

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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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 12 June 2017 at 2:30 p.m. is set out on pages 18 to 22 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.



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## DEFINITIONS

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*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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 12 June 2017 at 2:30 p.m., the notice of which is set out on pages 18 to 22 of this circular;
“AGM Notice”	the notice of AGM dated 12 June 2017 which is set out on pages 18 to 22 of this circular;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company;
“Business Day”	a day on which the Stock Exchange is open for business of dealing in securities;
“Bye-law(s)”	the bye-laws of the Company;
“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;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 April 2017, 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;

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## DEFINITIONS

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“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.



**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:*

YIN Jun (*Chairman and Chief Executive Officer*)  
CHEN Domingo  
MI Hongjun

*Non-Executive Directors:*

CHEN Donghui  
GAN Ping  
ZHAO Xiaodong  
ZHOU Feng

*Independent Non-Executive Directors:*

CHAN Chi Hung  
JIANG Hongqing  
LEE Chi Ming  
MA Lishan

*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

24 April 2017

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 grant 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.

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## LETTER FROM THE BOARD

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### 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.

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## LETTER FROM THE BOARD

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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. Yin Jun, Mr. Mi Hongjun and Mr. Zhou Feng shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Mr. Chen Donghui, Ms. Gan Ping, Mr. Zhao Xiaodong and Mr. Ma Lishan were appointed as additional Directors on 28 June 2016, being eligible, will offer themselves for re-election at the AGM pursuant to Bye-law 102 of the Company's bye-law.

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 18 to 22 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.

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## LETTER FROM THE BOARD

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### 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**  
**Yin Jun**  
*Chairman and Executive Director*



*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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
May 2016	0.415	0.325
June 2016	0.395	0.330
July 2016	0.390	0.325
August 2016	0.335	0.280
September 2016	0.330	0.285
October 2016	0.375	0.280
November 2016	0.325	0.240
December 2016	0.260	0.211
January 2017	0.270	0.205
February 2017	0.300	0.242
March 2017	0.285	0.246
April 2017 (up to and including the Latest Practicable Date)	0.260	0.221

#### (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 1)
China Minsheng Investment Corp., Ltd. (Note 2)	7,000,000,000	68.56%
China Minsheng Jiaye Investment Co., Ltd. ("CMJYI") (Note 2)	7,000,000,000	68.56%
Jiayao Global Investments Limited ("Jiayao") (Note 2)	5,700,000,000	55.83%
Jiamin (Holding) Investment Limited (Note 2)	320,000,000	3.13%
Jianuo (Holding) Investment Limited (Note 2)	310,000,000	3.04%
Jiaxin (Holding) Investment Limited (Note 2)	305,000,000	2.99%

Name	Number of Shares	Approximately percentage of the issued share capital of the Company (Note 1)
Jiaheng (Holding) Investment Limited (Note 2)	300,000,000	2.94%
Jiacheng (Holding) Investment Limited (Note 2)	65,000,000	0.63%
China Orient Asset Management Corporation (Note 3)	1,000,000,000	9.79%
Express Master Holdings Inc. (Note 3)	1,000,000,000	9.79%

## Notes:

1. It was based on 10,209,602,920 Shares as at 31 December 2016.
2. Jiayao beneficially owned 5,700,000,000 Shares, representing 55.83% of the issued share capital of the Company. CMJYI's five indirectly wholly-owned subsidiaries, namely Jiamin (Holding) Investment Limited, Jianuo (Holding) Investment Limited, Jiaxin (Holding) Investment Limited, Jiaheng (Holding) Investment Limited and Jiacheng (Holding) Investment Limited, beneficially owned in aggregate 1,300,000,000 Shares, representing 12.73% of the issued share capital of the Company. Jiayao is a company indirectly and wholly owned by CMJYI which in turn is 78.56% owned by China Minsheng Investment Corp., Ltd.
3. The Shares originally held by Honghu Capital Company Limited, a company wholly and beneficially owned by Mr. Deng Jun Jie, were pledged to Express Master Holdings Inc. which is a company wholly and beneficially owned by China Orient Asset Management Corporation under a deed of charge dated 26 August 2016.

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	7,000,000,000	76.18%
China Minsheng Jiaye Investment Co., Ltd.	7,000,000,000	76.18%
Jiayao Global Investments Limited	5,700,000,000	62.03%
Jiamin (Holding) Investment Limited	320,000,000	3.48%
Jianuo (Holding) Investment Limited	310,000,000	3.37%
Jiaxin (Holding) Investment Limited	305,000,000	3.32%
Jiaheng (Holding) Investment Limited	300,000,000	3.27%
Jiacheng (Holding) Investment Limited	65,000,000	0.71%
China Orient Asset Management Corporation	1,000,000,000	10.88%
Express Master Holdings Inc.	1,000,000,000	10.88%

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. Yin Jun** (“Mr. Yin”), aged 46, was appointed as an executive Director on 3 July 2015. Mr. Yin is currently the chairman of the Board and the chief executive officer of the Company, the vice president of CMJYI, director and general manager of China Minsheng Drawin Co., Ltd. Before joining CMJYI, Mr. Yin has more than 20 years of experience in building and real estate industry in big state-owned enterprise and held important management positions. He has served as General Manager and Chairman of the Board of 中建五局第三建設有限公司 (No.3 Construction Group of China State Construction Fifth Engineering Division Corporation., Ltd\*). Prior to that, Mr. Yin has served as General Manager of 中建信和地產公司 (Xinhe Real Estate Co., Ltd\*), Deputy General Manager of 中建五局有限公司 (China State Construction Fifth Engineering Division Corporation., Ltd\*) and other important management positions. Mr. Yin graduated in 1995 with a Bachelor degree in Engineering. He obtained a Master degree in Engineering in 1997 and he earned his Doctorate degree in Management in 2014.

Save as disclosed above, Mr. Yin does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Yin entered into a letter of appointment with the Company on 3 July 2015, 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\$141,500 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.

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. Yin as a Director.

**Mr. Mi Hongjun** (“Mr. Mi”), aged 46, was appointed as an executive Director on 3 July 2015. Mr. Mi is currently the director of Sunshine City Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000671), and the Financial Controller of China Minsheng Investment Corp., Ltd. (“China Minsheng Investment”). Mr. Mi joined China Minsheng Investment at its establishment. Before joining China Minsheng Investment, he has been engaging in the financial sector for more than 20 years, handling duties including financing, auditing, investment, etc. Mr. Mi has served as (i) Financial Controller and Secretary of the Board of Minsheng Royal Fund Management Co. Ltd. from 2012 to 2014; (ii) Vice President and President of 數字博識(北京)信息技術有限公司 (Digital Knowledge World Information Technology Co., Ltd) from 2009 to 2011; (iii) Chief

Financial Officer of Hinge Software Technology Co. Ltd. From 2007 to 2009; (iv) Financial Controller of Dayang Technology Development Inc. from 2004 to 2007; (v) Financial Manager and Financial Controller of 方正數碼有限公司 (Founder Holdings Limited) from 2001 to 2004; (vi) Financial Manager of 北京凌科電信技術有限公司 (Beijing Link Telecom Technology Co., Ltd) from 2000 to 2001; (vii) Financial Manager of China World Trade Centre Co. Ltd. From 1998 to 2000 and (viii) a staff member and then a deputy supervisor of the Commerce and Trade Auditing Department under National Audit Office from 1993 to 1998. Mr. Mi graduated from the Accounting Department of Nankai University in 1993. He further received an EMBA master degree from Tsinghua University School of Economics and Management in 2012, and was qualified as a Certified Public Accountant in 1997. He further obtained the fellowship title of Senior Certified Public Accountant in 2005.

Save as disclosed above, Mr. Mi does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Mi entered into a letter of appointment with the Company on 3 July 2015, 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\$120,000 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.

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. Mi as a Director.

**Mr. Chen Donghui** ("Mr. Chen"), aged 44, was appointed as a non-executive Director on 28 June 2016. He holds a doctorate degree from the accounting faculty of Renmin University of China. Mr. Chen is currently an executive director of SRE Group Limited (stock code: 1207) and Yida China Holdings Limited (stock code: 3639), both companies are listed on the Stock Exchange, and also the general manager of CMJYI. Mr. Chen had served as the chief financial officer of the Company during the period from September 2015 to May 2016. Before joining the Company, Mr. Chen had served as supervisor and vice supervisor of the strategic research office of the R&D center of The People's Insurance Company (Group) of China Limited, deputy general manager and then general manager of the finance and accounting department of PICC Property and Casualty Company Limited and the deputy general manager of its Jiangsu Branch, general manager of the strategic financing department of China Export & Credit Insurance Corporation, and executive director of financial sector of China Minsheng Investment Corp., Ltd.

Save as disclosed above, Mr. Chen does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chen entered into a letter of appointment for a term of three years with the Company on 28 June 2016. He is subject to retirement by rotation in accordance with the Company's bye-laws. He is entitled to a fixed director's fee of HK\$60,000 per annum, 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.

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.

**Ms. Gan Ping** ("Ms. Gan"), aged 52, was appointed as a non-executive Director on 28 June 2016. She obtained a master's degree of international economic law from Shanghai Maritime University and a MBA from BI-Fudan MBA Programme offered in partnership by BI Norwegian Business School and Fudan University. She is the vice president and the chief operations officer of CMJYI. Ms. Gan had served as the deputy general manager of Frashion Properties Changsha Limited, the general manager of Changsha Frashion Shengrong Properties Limited, as well as the deputy general manager of Jin Mao Investment (Changsha) Co., Ltd., and the general manager of several subsidiaries of China Jin Mao Group.

Save as disclosed above, Ms. Gan does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Gan entered into a letter of appointment for a term of three years with the Company on 28 June 2016. She is subject to retirement by rotation in accordance the Company's bye-laws. She is entitled to a fixed director's fee of HK\$60,000 per annum, which was determined by the Board with reference to the recommendation from the Remuneration Committee of the Company and her duties and responsibilities within 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 Ms. Gan as a Director.

**Mr. Zhao Xiaodong** (“Mr. Zhao”), aged 38, was appointed as a non-executive Director on 28 June 2016. He was the chief financial officer of CMJYI, and he is currently its vice general manager and the non-executive director of Yida China Holdings Limited, a company listed on the Stock Exchange (stock code: 3639). Mr. Zhao obtained a bachelor’s degree in accounting in 2002, a master’s degree in management in 2007 and a PhD degree in management in 2007 from Tsinghua University. Mr. Zhao holds the qualification of certified public accountant in the People’s Republic of China (the “PRC”). Mr. Zhao has extensive experience in the construction and real estate industry and had held various positions, including the positions as a deputy general manager of the capital markets department, the general manager of the investment and development department and a deputy general manager of a subsidiary in Nanjing of Franshion Properties (China) Limited (now known as China Jinmao Holdings Group Limited), a company listed on the Stock Exchange (stock code: 00817), and an assistant to the chief financial officer of Country Garden Holdings Company Limited, a company listed on the Stock Exchange (stock code: 02007). From December 2015 to June 2016, he served as an executive director of SRE Group Limited, a company listed on the Stock Exchange (stock code: 1207).

Save as disclosed above, Mr. Zhao does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhao entered into a letter of appointment for a term of three years with the Company on 28 June 2016. He is subject to retirement by rotation in accordance with the Company’s bye-laws. He is entitled to a fixed director’s fee of HK\$60,000 per annum, 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.

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. Zhao as a Director.

**Mr. Zhou Feng** (“Mr. Zhou”), aged 34, was appointed as a non-executive Director on 3 July 2015. Mr. Zhou graduated from Shanghai Normal University with a Bachelor degree. He has extensive experience in real estate project management and hotel & tourism management. He is currently a Deputy General Manager of 舟山中聯房地產有限公司 (Zhoushan United Real Estate Co. Ltd.\*), Chairman of 普陀山國際度假有限公司

(Zhejiang Putuo Mountain International Resort Co. Ltd.\*) and previously served as a Real estate project manager of 上海潤華投資有限公司 (Shanghai Runhua Investment Co., Ltd.\*) from 2008 to 2011.

Save as disclosed above, Mr. Zhou does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhou entered into a letter of appointment with the Company on 3 July 2015, 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 director's fee of HK\$120,000 per annum, 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.

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. Zhou as a Director.

**Mr. Ma Lishan** ("Mr. Ma"), aged 66, was appointed as an independent non-executive Director on 28 June 2016. He has extensive experience in companies. Mr. Ma graduated from Beijing Foreign Studies University in the PRC in 1975. Mr. Ma served in various positions such as chairman, executive director, general manager in certain large-scale corporations and Great Wall Wine under China Oil & Foodstuff Corporation. From January 1996, Mr. Ma served as an executive director of China Foods Limited, a company listed on the Stock Exchange (stock code: 506). From May 1997 to June 2003, Mr. Ma served as an executive director and the managing director. In 2000, Mr. Ma served as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. Mr. Ma was the deputy chairman of Top Glory International Holdings Limited (a shareholder of COFCO Property (Group) Co., Ltd.) from June 2003 to July 2005. From June 2008 to January 2009, Mr. Ma was an executive director of Sino Resources Group Limited, a company listed on the Stock Exchange (stock code: 223). From March 2008 to present, he is an independent non-executive director of Silver Base Group Holdings Limited, a company listed on the Stock Exchange (stock code: 886). From 2 August 2009 to present, he is an independent non-executive director of Sunac China Holdings Limited, a company listed on the Stock Exchange (stock code: 1918). He was also the executive director, managing director and chairman of Hao Tian Resources Group Limited (now known as Hao Tian Development Group Limited), a company listed on the Stock Exchange (stock code: 474), from September 2010 to August 2012 and the senior consultant from August 2012 to August 2016. He is currently an independent non-executive director of SRE Group Limited (stock code: 1207) and Huarong International Financial Holdings Limited (stock code: 993), both companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Ma does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Ma entered into a letter of appointment for a term of three years with the Company on 28 June 2016. He is subject to retirement by rotation in accordance with the Company's bye-laws. He is entitled to a fixed director's fee of HK\$240,000 per annum, 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.

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. Ma as a Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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**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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 12 June 2017 at 2:30 p.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 year ended 31 December 2016;
2.
  - (i) To re-elect Mr. Yin Jun as an executive director of the Company;
  - (ii) To re-elect Mr. Mi Hongjun as an executive director of the Company;
  - (iii) To re-elect Mr. Chen Donghui as a non-executive director of the Company;
  - (iv) To re-elect Ms. Gan Ping as a non-executive director of the Company;
  - (v) To re-elect Mr. Zhao Xiaodong as a non-executive director of the Company;
  - (vi) To re-elect Mr. Zhou Feng as a non-executive director of the Company;
  - (vii) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company;
  - (viii) 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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**

**Yin Jun**

*Executive Director and Chairman*

Hong Kong, 24 April 2017

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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. Yin Jun (Chairman), Mr. Chen Domingo and Mr. Mi Hongjun as executive Directors; Mr. Chen Donghui, Ms. Gan Ping, Mr. Zhao Xiaodong and Mr. Zhou Feng as non-executive Directors; Mr. Chan Chi Hung, Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.*