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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;**
- (3) PROPOSED CHANGE OF COMPANY NAME AND
ADOPTION OF NEW CHINESE SECONDARY NAME; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board of China Minsheng Drawin Technology Group Limited is set out on pages 3 to 7 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 Tuesday, 5 June 2018 at 2:15 p.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.

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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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 5 June 2018 at 2:15 p.m. is set out on pages 14 to 18 of this circular;
“AGM Notice”	the notice of AGM which is set out on pages 14 to 18 of this circular;
“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;
“Change of Company Name”	the proposed change of the existing English name of the Company from “China Minsheng Drawin Technology Group Limited” to “China Minsheng DIT Group Limited” and the adoption of the Chinese name “中民築友智造科技集團有限公司” as the Company’s secondary name in place of “中民築友科技集團有限公司” which has been used for identification purpose only;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“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);
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension of General Mandate”	has the meaning as defined in the paragraph headed “Extension of General Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”;
“General Mandate”	has the meaning as defined in the paragraph headed “General Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”;

DEFINITIONS

“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”	20 April 2018, 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;
“Primary Name”	China Minsheng DIT Group Limited;
“Repurchase Proposal”	has the meaning as defined in the paragraph headed “Share Repurchase Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”;
“Secondary Name”	中民築友智造科技集團有限公司;
“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;
“Share Buy Back Rules”	has the meaning as defined in the paragraph headed “Share Repurchase Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”;
“Share Repurchase Mandate”	has the meaning as defined in the paragraph headed “Share Repurchase Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”;
“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

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

30 April 2018

Dear Shareholder(s),

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME AND
ADOPTION OF NEW CHINESE SECONDARY NAME; AND
(4) 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 Share Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the proposed Change of Company Name.

* *For identification purpose only*

LETTER FROM THE BOARD

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

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 11,209,602,920 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 2,241,920,584 Shares.

Share Repurchase Mandate

Resolution no. 5 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").

Extension of General Mandate

Resolution no. 6 referred to in the AGM Notice will, if passed, add to the General Mandate to issue those Shares repurchased by the Company pursuant to the exercise of the Share 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 resolutions in respect of the General Mandate, the Share Repurchase Mandate and the Extension of General Mandate to be proposed at the AGM.

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to Shareholders for considering the resolution in respect of the Share Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

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

LETTER FROM THE BOARD

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. 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.

PROPOSED CHANGE OF COMPANY NAME AND ADOPTION OF NEW CHINESE SECONDARY NAME

Reference is made to the announcement of the Company's dated 23 April 2018 in relation to the Change of Company Name. The Board proposes (i) to change the existing English name of the Company from "China Minsheng Drawin Technology Group Limited" to "China Minsheng DIT Group Limited" (the "Primary Name"); and (ii) to adopt the Chinese name "中民築友智造科技集團有限公司" (the "Secondary Name") as the Company's secondary name in place of "中民築友科技集團有限公司" which has been used for identification purpose only.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the satisfaction of the following conditions:

- 1) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the AGM; and
- 2) the Registrar of Companies in Bermuda approving the Change of Company Name, and the entry of the Primary Name and the Secondary Name on the register of companies maintained by the Registrar of Companies of Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the respective dates on which the Primary Name and the Secondary Name are entered on the register of companies maintained by the Registrar of Companies in Bermuda. Upon the Change of Company Name becoming effective, the Company will cease to use its current English and Chinese names. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the Change of Company Name would benefit its future business development and provide the Company with a fresh new corporate identity and image. The Board is therefore of the opinion that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation or its financial position.

All existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the Primary Name and/or the Secondary Name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the Primary Name and/or the Secondary Name of the Company.

Subject to the confirmation of The Stock Exchange of Hong Kong Limited, the English and Chinese stock short names of the Company for trading of the shares of the Company on The Stock Exchange of Hong Kong Limited will also be changed after the Change of Company Name becomes effective.

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.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution of the AGM.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the AGM Notice 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 Share Repurchase Mandate.

(1) SHAREHOLDERS' APPROVAL

The relevant Listing 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.

Such authority may only continue in force during the period from the passing of the resolution in respect of the Share Repurchase Mandate until 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.

(2) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,209,602,920 Shares. Subject to the passing of the resolution in respect of the Share Repurchase Mandate 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 1,120,960,292 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 resolution in respect of the Share Repurchase Mandate 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 resolution in respect of the Share Repurchase Mandate 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.

There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited financial statements contained in the annual report, in the event that the Share Repurchase Mandate is exercised in full at any time.

However, 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 2017	0.245	0.219
June 2017	0.229	0.208
July 2017	0.222	0.208
August 2017	0.236	0.198
September 2017	0.280	0.230
October 2017	0.300	0.247
November 2017	0.270	0.232
December 2017	0.248	0.213
January 2018	0.236	0.190
February 2018	0.218	0.182
March 2018	0.218	0.199
April 2018 (up to and including the Latest Practicable Date)	0.207	0.190

(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 resolution in respect of the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

(7) DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, 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 (within the meaning under the Takeovers Code) 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 of Shareholders	Capacity	Number of Shares held	Percentage of the Issued Share Capital <i>(note 1)</i>
Jiayao Global Investments Limited ("Jiayao")	Beneficial owner	5,880,440,000 <i>(note 2)</i>	52.46%
Jiamin (Holding) Investment Limited	Beneficial owner	320,000,000 <i>(note 2)</i>	2.85%
Jianuo (Holding) Investment Limited	Beneficial owner	310,000,000 <i>(note 2)</i>	2.76%
Jiaxin (Holding) Investment Limited	Beneficial owner	305,000,000 <i>(note 2)</i>	2.72%
Jiaheng (Holding) Investment Limited	Beneficial owner	300,000,000 <i>(note 2)</i>	2.68%
Jiacheng (Holding) Investment Limited	Beneficial owner	65,000,000 <i>(note 2)</i>	0.58%

Name of Shareholders	Capacity	Number of Shares held	Percentage of the Issued Share Capital (note 1)
Jialing (International) Investment Limited	Interest of controlled corporation	1,300,000,000 (note 2)	11.59%
Jiayao	Interest of controlled corporation	1,300,000,000 (note 2)	11.59%
Jiaye Summit Global Investment Limited	Interest of controlled corporation	7,180,440,000 (note 2)	64.05%
Jiakai Investment (Shanghai) Co., Ltd	Interest of controlled corporation	7,180,440,000 (note 2)	64.05%
Tianjin China Minsheng Drawin Technology Limited ("TCMDT")	Interest of controlled corporation	7,180,440,000 (note 2)	64.05%
Jiayou (International) Investment Limited ("Jiayou")	Beneficial owner	109,520,000 (note 2)	0.98%
Jiahuang (Holdings) Investment Limited	Interest of controlled corporation	109,520,000 (note 2)	0.98%
Jiaxin Investment (Shanghai) Co., Ltd.	Interest of controlled corporation	109,520,000 (note 2)	0.98%
China Minsheng Jiaye Investment Co., Ltd. ("CMJYI")	Interest of controlled corporation	109,520,000 (note 2)	0.98%
China Minsheng Investment Corp., Ltd.	Interest of controlled corporation	7,289,960,000 (note 2)	65.03%
Express Master Holdings Inc.	Beneficial owner	1,000,000,000 (note 3)	8.92%
China Orient Asset Management Corporation	Interest of controlled corporation	1,000,000,000 (note 3)	8.92%
Zhu Yuehai	Beneficial owner	1,000,000,000	8.92%

Notes:

1. It was based on 11,209,602,920 Shares as at 31 December 2017.
2. Jiayao beneficially owned 5,880,440,000 Shares, representing 52.46% of the issued share capital of the Company. Jiayao'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 11.59% of the issued share capital of the Company. Jiayou beneficially owned 109,520,000 Shares, representing 0.98% of the issued share capital of the Company. Each of Jiayao and Jiayou is a company indirectly and wholly owned by TCMDT and CMYJI respectively, which in turn is 100% and 69.4% 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 of Shareholders	Number of Shares held	Percentage
Jiayao Global Investments Limited (“Jiayao”)	7,000,000,000	69.38%
Jiamin (Holding) Investment Limited	320,000,000	3.17%
Jianuo (Holding) Investment Limited	310,000,000	3.07%
Jiaxin (Holding) Investment Limited	305,000,000	3.02%
Jiaheng (Holding) Investment Limited	300,000,000	2.97%
Jiacheng (Holding) Investment Limited	65,000,000	0.64%
Jialing (International) Investment Limited	1,300,000,000	12.89%
Jiayao	1,300,000,000	12.89%
Jiaye Summit Global Investments Limited	7,180,440,000	71.17%
Jiakai Investment (Shanghai) Co., Ltd	7,180,440,000	71.17%
Tianjin China Minsheng Drawin Technology Limited (“TCMDT”)	7,180,440,000	71.17%
Jiayou (International) Investment Limited	109,520,000	1.09%
Jiahuang (Holdings) Investment Limited	109,520,000	1.09%
Jiaxin Investment (Shanghai) Co., Ltd.	109,520,000	1.09%
China Minsheng Jiaye Investment Co., Ltd (“CMJYI”)	109,520,000	1.09%
China Minsheng Investment Corp., Ltd.	7,289,960,000	72.26%
Express Master Holdings Inc.	1,000,000,000	9.91%
China Orient Asset Management Corporation	1,000,000,000	9.91%
Zhu Yuehai	1,000,000,000	9.91%

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. Lee Chi Ming (“Mr. Lee”), aged 65, was appointed as an independent non-executive Director on 30 December 2014. He is a fellow member of Association of Chartered Certified Accountants (“ACCA”) and Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. Lee graduated from Hong Kong Polytechnic. He also holds a LLB degree from University of London and a master degree in Business Administration from University of Hong Kong. Mr. Lee has over 25 years’ 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 was an independent non-executive director of China Baoli Technologies Holdings Limited (formerly known as Rex Global Entertainments Holdings Limited, stock code: 164) from 15 July 2015 to 26 September 2017. Mr. Lee is an independent non-executive director of Huatai Securities Company Limited (stock code: 6886) which is listed on the Stock Exchange.

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 resolution approving the appointment of Mr. Lee as a director.

Mr. Jiang Hongqing (“Mr. Jiang”), aged 51, was appointed as an independent non-executive Director on 2 February 2015. Mr. Jiang holds a Ph.D. in Engineering majoring in Architectural Design and Theory from South China University of Technology. He also holds a Master of Engineering Degree majoring in Landscape Architecture Design and a Bachelor of Engineering Degree majoring in Urban Planning from Chongqing Institute of Architecture and Engineering. Mr. Jiang had also been studied in Ecole d’ Architecture Parisla-Seine in Paris, France. He is a Professorate Senior Urban Planner and a Certified Planner of the People’s Republic of China. Mr. Jiang presided over and participated in a number of major engineering technology or research projects at provincial and ministerial level; and he has a certain extent of study in Xiongan New Area, Guangdong-Hong Kong-Macau-Bay Area, urban and rural development, urban renewal and health (pension) industry. Mr. Jiang was an executive director of the Hong Kong Life Sciences and Technologies Group Limited (stock Code: 8085) from 1 December 2012 to 29 September 2017. Mr. Jiang was also an executive director of Birmingham International Holdings Limited (stock code: 2309) from 30 August 2011 to 20 January 2012.

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 resolution approving the appointment of Mr. Jiang 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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 5 June 2018 at 2:15 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 2017;
2.
 - (i) To re-elect Mr. Lee Chi Ming as an independent non-executive director of the Company;
 - (ii) To re-elect Mr. Jiang Hongqing as an independent non-executive director of the Company;
 - (iii) 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;
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

* For identification purpose only

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- (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.”
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

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- 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.”
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, issue 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.”

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SPECIAL RESOLUTION

To consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

“THAT

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda having been obtained, the existing English name of the Company be changed from “China Minsheng Drawin Technology Group Limited” to “China Minsheng DIT Group Limited” and the Chinese name “中民築友智造科技集團有限公司” be adopted as the Company’s secondary name in place of “中民築友科技集團有限公司” which has been used for identification purpose only (collectively the “Change of Company Name”); and
- (b) any Director be and is hereby authorized to arrange for the implementation and giving effect to the Change of Company Name, deal with and handle the compliance with the related legal and regulatory requirements (including all necessary registration and filing) and all related and incidental matters and do all acts, deeds and things which he deems necessary, desirable, appropriate or expedient for such purpose, including the making of any necessary certification, signing for and on behalf of the Company any related document, notice and correspondence, and where necessary affixing the common seal of the Company thereto.”

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

Hong Kong, 30 April 2018

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

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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.
- (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 the circular of the Company dated 30 April 2018 (the "Circular").
- (v) Biographical details of the directors proposed for re-election are set out in the Appendix II of the Circular.

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 and Mr. Zhao Xiaodong as non-executive Directors; Mr. Chan Chi Hung, Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.