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

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CHINA MINSHENG DIT GROUP LIMITED

中民築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

- (1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) CLOSURE OF REGISTER OF MEMBERS;
AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the SGM to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 October 2019 at 2:30 p.m. is set out on pages 11 to 13 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office 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 the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

28 September 2019

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DEFINITIONS

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

“Board”	the board of Directors
“CCRE”	Central China Real Estate Limited (建業地產股份有限公司), a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange with stock code 832
“CCRE Group”	CCRE and its subsidiaries from time to time
“Change of Company Name”	the proposed change of the English name of the Company from “China Minsheng DIT Group Limited” to “DIT Group Limited” and the proposed change of the secondary name of the Company in Chinese from “中民築友智造科技集團有限公司” to “築友智造科技集團有限公司”
“Company”	China Minsheng DIT Group Limited (中民築友智造科技集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholders”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 September 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 October 2019 at 2:30 p.m. or any adjournment thereof for the Shareholders to consider and, if thought fit, approve the Change of Company Name and the proposed re-election of the Directors, the notice of which is set out on pages 11 to 13 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of par value HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD



CHINA MINSHENG DIT GROUP LIMITED

中民築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

Executive Directors:

Mr. Wu Po Sum (*Chairman*)
Mr. Yin Jun (*Vice Chairman*)
Mr. Guo Weiqiang (*Chief Executive Officer*)
Mr. Yang Hongwei

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Non-executive Directors:

Ms. Wu Wallis (alias Li Hua)
Mr. Wang Jun

Principal place of business in Hong Kong:

Suites 1001–1004
10th Floor
One Pacific Place
88 Queensway
Hong Kong

Independent non-executive Directors:

Mr. Jiang Hongqing
Mr. Lee Chi Ming
Mr. Ma Lishan

28 September 2019

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) CLOSURE OF REGISTER OF MEMBERS;
AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 17 September 2019 in relation to, among other things, the Change of Company Name and the change of Directors.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed to the Shareholders to consider and, if thought fit, approve at the SGM, including (i) a special resolution relating to the Change of Company Name; and (ii) ordinary resolutions relating to the proposed re-election of the Directors, and to give you a notice of the SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to (i) change the English name of the Company from “China Minsheng DIT Group Limited” to “DIT Group Limited” and (ii) change the secondary name of the Company in Chinese from “中民築友智造科技集團有限公司” to “築友智造科技集團有限公司”.

Conditions of the Change of Company Name

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

- (i) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the SGM; and
- (ii) the Registrar of Companies in Bermuda approving the Change of Company Name and entering the new English name of the Company and the new secondary name of the Company in Chinese on the register of companies maintained by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name of the Company and the new secondary name of the Company in Chinese on the register of companies maintained by the Registrar of Companies in Bermuda. Upon the Change of Company Name becoming effective, the Company will comply with all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

Following the change in the controlling shareholder of the Company in July 2019, the Board considers that the Change of Company Name will symbolise a new start and reflect the current status of the Group and its direction of future development. The Board believes that the Change of Company Name will provide the Company with a new corporate image and identity which will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

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 a good evidence of legal 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 new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

LETTER FROM THE BOARD

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

The Company will make further announcement(s) to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the corresponding new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

PROPOSED RE-ELECTION OF THE DIRECTORS

According to Bye-law 102 of the Company's bye-laws, any Director appointed by the Board shall hold office only until the next following general meeting of the Company (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.

As disclosed in the announcement of the Company dated 17 September 2019, with effect from 17 September 2019, (i) each of Mr. Wu Po Sum and Mr. Guo Weiqiang has been appointed as an executive Director; and (ii) each of Ms. Wu Wallis (alias Li Hua) and Mr. Wang Jun has been appointed as a non-executive Director. Accordingly, Mr. Wu Po Sum, Mr. Guo Weiqiang, Ms. Wu Wallis (alias Li Hua) and Mr. Wang Jun shall hold office only until the SGM, and being eligible, each of them will offer themselves for re-election at the SGM.

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

SGM

The SGM will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 October 2019 at 2:30 p.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name and the proposed re-election of the Directors. The notice convening the SGM is set out on pages 11 to 13 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same to the Company's branch share registrar and transfer office 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 the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the SGM must be taken by poll except where the chairman of the SGM, 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 SGM 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, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the SGM to approve the Change of Company Name and the proposed re-election of the Directors.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 21 October 2019 to Thursday, 24 October 2019, both dates inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 18 October 2019.

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 Change of Company Name and the proposed re-election of Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of the resolutions as set out in the notice of SGM.

Yours faithfully,
By order of the Board of
China Minsheng DIT Group Limited
Wu Po Sum
Chairman and Executive Director

The following are the particulars of the Directors proposed to be re-elected at the SGM.

Mr. Wu Po Sum (“Mr. Wu”)

Mr. Wu (formerly known as Hua Jianming), aged 69, the ultimate controlling shareholder of the Company, was appointed as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Company and a member of the Remuneration Committee on 17 September 2019. Mr. Wu has over 27 years of experience in real estate development and investment.

Mr. Wu started his career with China Textile Import and Export Corporation Henan Branch in 1979. From 1982 to 1985, Mr. Wu was sent by the Department of Foreign Trade of Henan Province to work in Hong Kong. From 1985 to 1986, he was the assistant general manager of Central China International Economic Trade Company Limited. From 1986 to 1988, Mr. Wu worked as the president and the general manager in Guoguang Industrial Company Limited. From 1988 to 1991, Mr. Wu served as the assistant general manager and the general manager in Central China International (Group) Limited and Central China Overseas Development Company Limited, respectively. Mr. Wu entered the PRC real estate market in May 1992, when he found the CCRE Group and established the “Jianye” (“建業”) brand name and thereafter devotes himself to the development of the CCRE Group. He is currently an executive director and the chairman of the board of directors of CCRE as well as a director of a number of its subsidiaries.

Mr. Wu graduated from Zhengzhou University majoring in English in 1979 and completed the CEO Program for China in China Europe International Business School on 27 March 2005.

In 2017, Mr. Wu was invited to the selection of Golden Sunlight Public Welfare Awards of Henan Daily and was awarded the “Meritorious Person of the First (2017) Central China Social Responsibility” prize. In 2018, Mr. Wu was appointed as the “Deputy Director of the Advisory Committee of Industry and Commerce Association of Henan Province (河南省工商聯諮詢委員會副主任)”, received the “Outstanding Contribution Entrepreneur of Henan (河南卓越貢獻企業家)” award at the “40 Years of Reform and Opening up of Henan (河南省紀念改革開放40年)” event organised by Henan Daily, and was awarded the highest accolade of a leading entrepreneur in the real estate industry in Henan at the “40 Years of Reform and Opening up, Development of Central China (改革開放四十年中原城市大發展)” by Henan Province Real Estate Business Chamber of Commerce. Mr. Wu also received the “Golden Camel Award” granted by the SEE Foundation for his significant contribution in promoting projects concerning environmental protection.

The Company has entered into an appointment letter with Mr. Wu in relation to his appointment as an executive Director commencing from 17 September 2019. Mr. Wu has no fixed term of appointment with the Company but will be subject to retirement and re-election pursuant to the bye-laws of the Company and the Listing Rules. The appointment letter may be terminated by not less than three months' notice in writing served by either party on the other. In accordance with the terms of the appointment letter, Mr. Wu is entitled to receive an annual fee of HK\$2,000,000 from the Company, which is determined with reference to his experience, duties and responsibilities, workload and time devoted to the Group, and will be reviewed by the Remuneration Committee from time to time.

Mr. Wu is the father of Ms. Wu (alias Li Hua), a non-executive Director. As at the Latest Practicable Date, Mr. Wu is (i) interested in 7,121,769,700 Shares, representing approximately 63.53% of the issued share capital of the Company; and (ii) interested in 49% of the equity interests in Changsha China Minsheng DIT Limited* (長沙中民築友智造科技有限公司), an associated corporation (as defined under Part XV of the SFO) of the Company. Save as disclosed aforesaid, Mr. Wu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Guo Weiqiang (“Mr. Guo”)

Mr. Guo, aged 42, was appointed as an executive Director and chief executive officer of the Company on 17 September 2019.

Mr. Guo joined the CCRE Group in 2001 and has held various positions in the CCRE Group since then. Throughout the 18 years in the CCRE Group, Mr. Guo worked as the manager of the treasury department, the assistant general manager of the finance center and the deputy director of the office of the board of directors of the CCRE Group. Mr. Guo also served as the executive deputy general manager of the CCRE Group's office in Nanyang City, the executive general manager of the CCRE Group's office in Xinxiang City, the general manager of the CCRE Group's regional head office in Xinxiang and the assistant president of CCRE. Mr. Guo was also the secretary of the party committee of CCRE in 2018. He is currently the vice president of CCRE.

Mr. Guo obtained a Bachelor's Degree in Real Estate Operation and Management from Henan University of Economics and Law in 2001. He obtained a Master's Degree in Engineering from Wuhan University in 2009 and a Postgraduate Diploma in Professional Accounting from The University of Hong Kong in 2011.

Mr. Guo obtained the qualification of Senior Accountant in Henan in 2009 and was qualified as a Senior International Finance Manager by the International Financial management Association 2011. Mr. Guo has been a Certified Practising Accountant of the CPA Australia since 2012.

Mr. Guo served as the representative of the 13th and 14th National People's Congress of Hongqi District, Xinxiang City, as well as the representative of the 13th National People's Congress of Xinxiang City.

The Company has entered into an appointment letter with Mr. Guo in relation to his appointment as an executive Director and chief executive officer of the Company commencing from 17 September 2019. Mr. Guo has no fixed term of appointment with the Company but will be subject to retirement and re-election pursuant to the bye-laws of the Company and the Listing Rules. The appointment letter may be terminated by not less than three months' notice in writing served by either party on the other. In accordance with the terms of the appointment letter, Mr. Guo is entitled to an annual director's fee of HK\$800,000 and an annual salary of HK\$1,000,000. Mr. Guo's remuneration is determined with reference to his experience, duties and responsibilities, workload and time devoted to the Group, and will be reviewed by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Guo does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Wu Wallis, alias Li Hua (“Ms. Wu”)

Ms. Wu, aged 37, was appointed as a non-executive Director on 17 September 2019.

Ms. Wu obtained a Bachelor's Degree in Architecture from the University of New South Wales in Australia in 2006, and a Master's Degree in Applied Finance from Macquarie University in 2007. Ms. Wu has been serving as a non-executive director of CCRE since November 2007. Before joining the CCRE Group in 2006, she worked in Woodhead International (Beijing) and Banatex Architects Pty Ltd in Sydney Australia in 2005.

The Company has entered into an appointment letter with Ms. Wu in relation to her appointment as a non-executive Director for a term of three years commencing from 17 September 2019, subject to retirement and re-election pursuant to the bye-laws of the Company and the Listing Rules. In accordance with the terms of the appointment letter, Ms. Wu is entitled to receive an annual fee of HK\$60,000 from the Company, which is determined with reference to her experience, duties and responsibilities, workload and time devoted to the Group, and will be reviewed by the Remuneration Committee from time to time.

Ms. Wu is the daughter of Mr. Wu, an executive Director, the chairman of the Board and the ultimate controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang Jun (“Mr. Wang”)

Mr. Wang, aged 39, was appointed as a non-executive Director on 17 September 2019. He has over 16 years of experience in the real estate industry and capital market.

From 2003 to 2007, Mr. Wang served in PricewaterhouseCoopers Zhong Tian CPAs Limited Company with the latest position as a senior associate; from 2007 to 2011, he served as the head of investor relations and a senior manager of the finance department in Country Garden Holdings Company Limited; and from 2011 to June 2018, he served in Morgan Stanley Asia Limited with the latest position as an executive director. Mr. Wang has been serving as CCRE’s executive director since August 2018.

Mr. Wang obtained a Bachelor’s Degree in English from Guangdong University of Foreign Studies in 2002 and a Master’s Degree in Business Administration from Hong Kong University of Science and Technology in 2011.

The Company has entered into an appointment letter with Mr. Wang in relation to his appointment as a non-executive Director for a term of three years commencing from 17 September 2019, subject to retirement and re-election pursuant to the bye-laws of the Company and the Listing Rules. In accordance with the terms of the appointment letter, Mr. Wang is entitled to receive an annual fee of HK\$60,000 from the Company, which is determined with reference to his experience, duties and responsibilities, workload and time devoted to the Group, and will be reviewed by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) each of the Directors to be re-elected does not hold any other positions with the Company or any of its subsidiaries; (ii) each of the Directors to be re-elected does not hold, and has not held in the last three years, any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) each of the Directors to be re-elected has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) no other information in relation to the Directors to be re-elected is needed to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and (v) no other matters in relation to the Directors to be re-elected need to be brought to the attention of the Shareholders.

** For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING



CHINA MINSHENG DIT GROUP LIMITED

中民築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of China Minsheng DIT Group Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 24 October 2019 at 2:30 p.m. for the purposes of considering and, if thought fit, passing, with or without amendments the following special resolution and the following ordinary resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** 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 DIT Group Limited” to “DIT Group Limited” and the secondary name of the Company in Chinese be changed from “中民築友智造科技集團有限公司” to “築友智造科技集團有限公司” (collectively the “**Change of Company Name**”); and any director of the Company (the “**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.”

NOTICE OF SPECIAL GENERAL MEETING

ORDINARY RESOLUTIONS

2. “**THAT**

- (a) Mr. Wu Po Sum be re-elected as an executive Director;
- (b) Mr. Guo Weiqiang be re-elected as an executive Director;
- (c) Ms. Wu Wallis (alias Li Hua) be re-elected as a non-executive Director;
- (d) Mr. Wang Jun be re-elected as a non-executive Director; and
- (e) the board of Directors be authorised to fix the remuneration of the Directors.”

By order of the board of Directors of
China Minsheng DIT Group Limited
Wu Po Sum
Chairman and Executive Director

Hong Kong, 28 September 2019

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal place of business in Hong Kong:

Suites 1001–1004
10th Floor
One Pacific Place
88 Queensway
Hong Kong

Notes:

- (i) The register of members of the Company will be closed from Monday, 21 October 2019 to Thursday, 24 October 2019, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 18 October 2019.
- (ii) A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- (iii) 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 branch share registrar and transfer office 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 appointed for holding the meeting or adjourned meeting.

NOTICE OF SPECIAL GENERAL MEETING

- (iv) Where there are joint holders of any shares of the Company, any one of such joint holder may vote either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (v) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (vi) If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://cmdrawin.todayir.com> and on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (vii) Biographical details of the Directors proposed to be re-elected at the SGM are set out in the Appendix of the circular of the Company dated 28 September 2019.
- (viii) Voting at the SGM will be taken by poll.

As at the date of this notice, the Board comprises Mr. Wu Po Sum (Chairman), Mr. Yin Jun (Vice Chairman), Mr. Guo Weiqiang and Mr. Yang Hongwei as executive Directors; Ms. Wu Wallis (alias Li Hua) and Mr. Wang Jun as non-executive Directors; Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.