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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)

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.”

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.

- (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.