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

A letter from the Board of China Minsheng DIT Group Limited is set out on pages 3 to 6 of this circular. A notice convening the annual general meeting of China Minsheng DIT Group Limited to be held at 1804A, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2019 at 2:00 p.m. is set out on pages 12 to 15 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 1804A, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2019 at 2:00 p.m., the notice of which is set out on pages 12 to 15 of this circular;
“AGM Notice”	the notice of AGM which is set out on pages 12 to 15 of this circular;
“close 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 DIT 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”;
“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”	16 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Repurchase Proposal”	has the meaning as defined in the paragraph headed “Share Repurchase Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“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 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 Director:

YIN Jun (*Chairman*)

YANG Hongwei

Non-Executive Director:

PENG Xiongwen

Independent Non-Executive Directors:

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 2019

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 Share 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, in particular, for the grant of the General Mandate and the Share Repurchase Mandate as well as the re-election of Directors, and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND SHARE REPURCHASE MANDATE

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

General Mandate

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

As at the Latest Practicable Date, the Company had an aggregate of 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.

LETTER FROM THE BOARD

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 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 such, Mr. Yang Hongwei and Mr. Peng Xiongwen shall retire at the AGM and, being eligible, offer himself for re-election.

In accordance with Bye-law 99 of the Company's bye-laws, Mr. Yin Jun and Mr. Ma Lishan shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

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

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 12 to 15 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.

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 DIT 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 2018	0.239	0.184
June 2018	0.235	0.200
July 2018	0.230	0.187
August 2018	0.220	0.173
September 2018	0.204	0.143
October 2018	0.170	0.140
November 2018	0.173	0.140
December 2018	0.153	0.121
January 2019	0.144	0.101
February 2019	0.140	0.079
March 2019	0.159	0.122
April 2019 (up to and including the Latest Practicable Date)	0.144	0.111

(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 buy back shares pursuant to the Share Repurchase Mandate, 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. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge, based on the latest disclosure of interests forms filed with the Stock Exchange, approximately 63.87% of the issued shares of the Company was held by the controlling shareholder and, assuming full exercise of the Share Repurchase Mandate given to the Directors, 70.96% will be held by the controlling shareholder. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. 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.

(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 48, was appointed as an executive Director on 3 July 2015. Mr. Yin is currently the chairman of the Board, the general manager and vice chairman of the board of Tianjin China Minsheng Drawin Technology Limited, chairman and CEO of China Minsheng Drawin Technology Industry Limited, director and general manager of China Minsheng Drawin Co., Ltd and director of 中住工投資有限公司 (CRIC Ltd*). Before joining the Company, 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, 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. Yin as a director.

Mr. Yang Hongwei (“Mr. Yang”), aged 53, was appointed as an executive Director on 1 July 2018. Mr. Yang is currently the chief executive officer of the Company. Mr. Yang has worked in various government departments, state-owned enterprises and private corporations in the past 29 years. He served as a Deputy General Manager of Suntown Technology Group Co. Ltd. and an Assistant General Manager of Wuling Power Corporation Ltd.. Prior to that, Mr. Yang was a member of a Standing Committee of Hunan Gongqingtuan Organisation* (共青團湖南省委) and was a Minister of Ministry of Qingnong* (青農部). Mr. Yang graduated from Beijing Sport University and obtained a bachelor degree in Education. He then obtained a master degree of Public Management from National University of Defense Technology in 2007.

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. Yang as a director.

Mr. Peng Xiongwen (“Mr. Peng”), aged 49, was appointed as a non-executive Director on 1 July 2018. Mr. Peng is currently the chief financial officer of Tianjin China Minsheng Drawin Technology Co, Limited a company incorporated in the PRC with limited liability as the indirect controlling shareholder of the Company. Mr. Peng was the Deputy General Manager in KunMing Jia Li Ze Tourism Culture Co. Ltd. from October 2012 to December 2017. He has been a member of the Association of International Accountants since July 2012.

Mr. Peng graduated from Tianjin College of Commerce (currently known as Tianjin University of Commerce) in 1992 and obtained a bachelor's degree in accounting. He then obtained a master's degree of EMBA from Xiamen University in 2009.

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. Peng as a director.

Mr. Ma Lishan (“Mr. Ma”), aged 68, was appointed as an independent non-executive Director on 28 June 2016. He has extensive experience in operation and management of modern large-scale corporations and listed 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 joint ventures and Great Wall Wine under China Oil & Foodstuff Corporation. From January 1996 to June 2003, 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 of China Foods Limited. From June 2000 to June 2003, Mr. Ma served as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. From June 2008 to January 2009, Mr. Ma was an executive director of Sino Resources Group Limited (now known as Elife Holdings 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). From September 2010 to August 2012, 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). He was the senior consultant in Hao Tian Development Group Limited from August 2012 to August 2016. From March 2016 to present, he is also an independent non-executive director of SRE Group Limited, a company listed on the Stock Exchange (stock code: 1207). From August 2016 to present, he is an independent non-executive director of Huarong International Financial Holdings Limited, a company listed on the Stock Exchange (stock code: 993).

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. Ma as a director.

** For identification purposes only*



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Minsheng DIT Group Limited (the “Company”) will be held at 1804A, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2019 at 2:00 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 2018;
2.
 - (i) To re-elect Mr. Yin Jun as an executive director of the Company;
 - (ii) To re-elect Mr. Yang Hongwei as an executive director of the Company;
 - (iii) To re-elect Mr. Peng Xiongwen as a non-executive director of the Company;
 - (iv) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company;
 - (v) To authorize the board of directors of the Company to fix his remuneration;
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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 DIT Group Limited
Yin Jun
Chairman and Executive Director

Hong Kong, 24 April 2019

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.
- (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 24 April 2019 (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) and Mr. Yang Hongwei as executive Directors; Mr. Peng Xiongwen as non-executive Director; Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.