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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 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;

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.”

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 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.*