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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

Reference is made to the circular of China Minsheng DIT Group Limited (the “**Company**”) dated 24 April 2019 (the “**Circular**”) with the inclusion of the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular where applicable.

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that, at the AGM held on 28 May 2019, each of the proposed ordinary resolutions (the “**Resolutions**” and each a “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll. The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the total number of issued Shares entitling the Shareholders to attend and vote for or against each and every Resolution at the AGM was 11,209,602,920 Shares. None of the Shareholders were entitled to attend and abstain from voting in favour of any of the resolutions at the AGM (as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) or were required under the Listing Rules to abstain from voting at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions (Note)		Number of Votes (approximate %)	
		For	Against
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.	6,936,148,466 (100.00%)	0 (0.00%)
2.	(i) To re-elect Mr. Yin Jun as an executive director of the Company.	6,936,148,466 (100.00%)	0 (0.00%)
	(ii) To re-elect Mr. Yang Hongwei as an executive director of the Company.	6,936,148,466 (100.00%)	0 (0.00%)
	(iii) To re-elect Mr. Peng Xiongwen as a non-executive director of the Company.	6,936,148,466 (100.00%)	0 (0.00%)
	(iv) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company.	6,936,148,466 (100.00%)	0 (0.00%)
	(v) To authorize the board of directors of the Company to fix his remuneration.	6,936,148,466 (100.00%)	0 (0.00%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.	6,936,148,466 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to issue and dispose of additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	6,936,148,466 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase shares in the capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	6,936,148,466 (100.00%)	0 (0.00%)
6.	To extend, conditional upon the above resolutions no. 4 and no. 5 being duly passed, the general mandate to allot shares by adding the repurchased shares to the twenty per cent general mandate.	5,936,148,466 (85.58%)	1,000,000,000 (14.42%)

Note: The full text of each Resolution was set out in the Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 6, each of the Resolutions numbered 1 to 6 was duly passed at the AGM as an ordinary resolution of the Company.

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

Hong Kong, 28 May 2019

*As at the date of this announcement, 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.*