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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 of China Minsheng DIT Group Limited (the “**Company**”) will be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 4 July 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without amendments) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

Words and expressions that are not expressly defined in this notice shall bear the same meaning as those defined in the circular dated 14 June 2019 issued by the Company.

“**THAT** the entry into by the Company of the Framework Agreement I dated 3 April 2019 and the Framework Agreement II dated 3 April 2019 (copies of which have been produced to the meeting and initialed by the chairman of the meeting for the purposes of identification) and the transactions contemplated thereunder (including the Proposed Supply Arrangement Annual Cap) be and are hereby confirmed, approved and ratified.”

By order of the Board of
China Minsheng DIT Group Limited
Yin Jun
Chairman and Executive Director

Hong Kong, 14 June 2019

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.

- (2) A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned SGM thereof if you so wish. In the event that you attend the SGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
- (3) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the offices of the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Ltd., at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (4) In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders are present at the SGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

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 directors; Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive directors.