

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of China Minsheng DIT Group Limited.



JOY BRIGHT INVESTMENTS LIMITED
恩輝投資有限公司
*(Incorporated in the British Virgin Islands with
limited liability)*

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)

JOINT ANNOUNCEMENT
(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
OPUS CAPITAL LIMITED
ON BEHALF OF JOY BRIGHT INVESTMENTS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
CHINA MINSHENG DIT GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED
TO BE ACQUIRED BY JOY BRIGHT INVESTMENTS LIMITED
AND THE INVESTOR CONCERT GROUP)
(2) RESULTS OF THE OFFER
AND
(3) PUBLIC FLOAT OF THE COMPANY

Financial adviser to Joy Bright Investments Limited



References are made to (i) the joint announcement issued by China Minsheng DIT Group Limited (the “**Company**”) and Joy Bright Investments Limited (the “**Offeror**”) dated 22 July 2019 in relation to, among other things, the Equity Transfer Agreement, the Offer and the Irrevocable Undertaking; and (ii) the composite document jointly issued by the Company and the Offeror dated 12 August 2019 (the “**Composite Document**”) in relation to, among other things, the Offer. Unless the context otherwise requires, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offer made by Opus Capital for and on behalf of the Offeror closed at 4:00 p.m. on Monday, 2 September 2019 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Monday, 2 September 2019, being the latest time and date for acceptance of the Offer, the Offeror received valid acceptances in respect of the Offer for a total of 3,329,700 Shares, representing approximately 0.03% of the entire issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately after Completion but prior to the Offer, the Investor Concert Group were interested in an aggregate of 7,118,440,000 Shares, representing approximately 63.5% of the entire issued share capital of the Company, and the Vendor Group were interested in an aggregate of 40,960,000 Shares, representing approximately 0.37% of the entire issued share capital of the Company.

Upon the close of the Offer and as at the date of this joint announcement, taking into account the valid acceptances in respect of 3,329,700 Offer Shares (subject to completion of the transfer to the Offeror of such Offer Shares under the Offer), the Investor Concert Group was interested in an aggregate of 7,121,769,700 Shares, representing approximately 63.53% of the entire issued share capital of the Company as at the date of this joint announcement, and the Vendor Group was interested in an aggregate of 40,960,000 Shares, representing approximately 0.37% of the entire issued share capital of the Company as at the date of this joint announcement.

The following table set out the shareholding structure of the Company (i) immediately after Completion but prior to the Offer; and (ii) immediately after the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

	Immediately after Completion but prior to the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Investor Concert Group	7,118,440,000	63.50	7,121,769,700	63.53
The Vendor	40,960,000	0.37	40,960,000	0.37
Public Shareholders	<u>4,050,202,920</u>	<u>36.13</u>	<u>4,046,873,220</u>	<u>36.10</u>
Total	<u>11,209,602,920</u>	<u>100.00</u>	<u>11,209,602,920</u>	<u>100.00</u>

Save as disclosed above, none of the Investor Concert Group (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; (ii) has acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Save as disclosed above, based on the information and confirmation provided by the Vendor, the Offeror confirms that, none of the Vendor Group (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; (ii) has acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been or will be (as the case may be) despatched to the Independent Shareholders who have accepted the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days (as defined under the Takeovers Code) following the date on which the duly completed acceptance of the Offer and the relevant documents of title are received by the Registrar to render such acceptance complete and valid. The latest date of posting of remittances in respect of valid acceptances received under the Offer is Wednesday, 11 September 2019.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 4,087,833,220 Shares, representing approximately 36.47% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the Company satisfies the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

By order of the board of
Joy Bright Investments Limited
Wu Po Sum
Director

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

Hong Kong, 2 September 2019

As at the date of this joint announcement, the board of directors of the Offeror comprises two directors, namely Mr. Wu Po Sum and Ms. Wallis Wu.

As at the date of this joint announcement, the Board comprises Mr. Yin Jun (Chairman) and Mr. Yang Hongwei as executive Directors; Mr. Peng Xiongwen as non-executive Director; and Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.

The directors of the Offeror (including Mr. Wu Po Sum in his capacity as the sole shareholder of the Offeror) jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, the directors of the Offeror, their associates and parties acting in concert with any of them, the terms of the Offer and the intention of the Offeror regarding the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.