

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 DIT Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.



DIT GROUP LIMITED

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**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board of DIT Group Limited is set out on pages 4 to 7 of this circular. A notice convening the annual general meeting of DIT Group Limited to be held at Strategy II – III, Level 8, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 5 June 2020 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use at the annual general meeting is also enclosed with this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office 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 the holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the annual general meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the annual general meeting, including:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks for each attendee**
- **no distribution of corporate gifts or refreshments**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the annual general meeting. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the annual general meeting as an alternative to attending the meeting in person.

6 May 2020

CONTENTS

	<i>Page</i>
Precautionary Measures for the Annual General Meeting	1
Definitions	2
Letter from the Board	
Introduction	4
General Mandate and Share Repurchase Mandate	5
Re-election of Directors	6
Annual General Meeting	6
Voting by Way of Poll	6
Responsibility Statement	7
Closure of Register of Members	7
Recommendation	7
Further Information	7
Appendix I — Explanatory Statement	8
Appendix II — Biographical Details of the Directors Proposed for Re-election	11
Notice of Annual General Meeting	14

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (“COVID-19”) epidemic and recent requirements, if any, for prevention and control of its spread, the Company will implement the following preventive measures at its annual general meeting (“AGM”):

- (i) Compulsory body temperature check will be conducted on every shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (ii) Shareholders that (a) have travelled, and have been in close contact with any person who has travelled, outside of Hong Kong (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days; (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (iii) All shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue. A safe distance between seats are also recommended.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the meeting in person, shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by submitting forms of proxy with voting instructions inserted.

The form of proxy is attached to this circular for shareholders who opt to receive printed copies of the Company’s corporate communications. Alternatively, the form of proxy can be downloaded from the Company’s website at <http://cmdrawin.todayir.com> and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. If you are not a registered shareholder (if your shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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 Strategy II–III, Level 8, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 5 June 2020 at 10:00 a.m., the notice of which is set out on pages 14 to 18 of this circular;
“AGM Notice”	the notice of AGM which is set out on pages 14 to 18 of this circular;
“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;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	DIT Group Limited (築友智造科技集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of Stock Exchange (stock code: 726);
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“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;

DEFINITIONS

“Latest Practicable Date”	27 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“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; and
“%”	per cent.

LETTER FROM THE BOARD



DIT GROUP LIMITED

築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

Executive Directors:

WU Po Sum (*Chairman*)
GUO Weiqiang (*Chief Executive Officer*)
YANG Hongwei

Non-Executive Directors:

WU Wallis (alias Li Hua)
WANG Jun

Independent Non-Executive Directors:

JIANG Hongqing
LEE Chi Ming
MA Lishan

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Principal place of business
in Hong Kong:*

Unit Nos. 7707 and 7708, 77th Floor
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

6 May 2020

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 to give you a 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, issue and deal with additional Shares up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution.

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 before 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 total number of Shares in issue as at the date of passing of the relevant resolution (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.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in respect of the Share Repurchase Mandate which is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to Bye-law 99 of the Company's bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

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.

In accordance with Bye-law 99 of the Company's bye-laws, Mr. Ma Lishan, Mr. Lee Chi Ming and Mr. Jiang Hongqing 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 to be held at Strategy II – III, Level 8, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 5 June 2020 at 10:00 a.m. is set out on pages 14 to 18 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. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office 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 the Shareholders at the AGM 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 2 June 2020 to Friday, 5 June 2020, both dates inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 1 June 2020.

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
DIT Group Limited
Wu Po Sum
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 Listing Rules provide that all on-market shares repurchased by company with its primary listing on the Stock Exchange must be of fully paid up shares and all share repurchases by such company must be 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 such authority 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 total number of Shares in issue was 11,209,602,920. 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, which represents 10% of the total number of Shares in issue as at the date of passing the resolution.

(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 revocation or variation of the authority given under the resolution in respect of the Share Repurchase Mandate 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 the bye-laws of the Company or any applicable laws to be held.

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:

	Price per Share	
	Highest HK\$	Lowest HK\$
April 2019	0.144	0.105
May 2019	0.117	0.091
June 2019	0.110	0.087
July 2019	0.218	0.088
August 2019	0.199	0.147
September 2019	0.181	0.153
October 2019	0.175	0.142
November 2019	0.168	0.133
December 2019	0.150	0.123
January 2020	0.153	0.128
February 2020	0.143	0.130
March 2020	0.139	0.077
April 2020 (up to and including the Latest Practicable Date)	0.135	0.115

(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, any of 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 repurchase 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 63.53% of the total number of Shares in issue was indirectly held by Mr. Wu Po Sum, an executive Director and the controlling shareholder of the Company and, assuming full exercise of the Share Repurchase Mandate given to the Directors, approximately 70.59% of the total number of Shares in issue will be indirectly held by Mr. Wu Po Sum. 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. Ma Lishan (“**Mr. Ma**”), aged 69, was appointed as an independent non-executive Director on 28 June 2016. He is a member of the audit committee of the Company. 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 People’s Republic of China in 1975. Mr. Ma served in various positions such as chairman, executive director and general manager in certain large-scale joint ventures 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).

Mr. Ma entered into a letter of appointment for a term of three years with the Company which may be terminated by either party upon a one-month prior written notice. He is subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. He is entitled to a fixed director’s fee of HK\$240,000 per annum, which was determined by the Board with reference to the recommendation from the remuneration committee of the Company and his duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Ma did not have any interests in the Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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 re-election of Mr. Ma as a Director.

Mr. Lee Chi Ming (“**Mr. Lee**”), aged 67, was appointed as an independent non-executive Director on 30 December 2014. He is the chairman of the audit committee of the Company and a member of each of the remuneration committee and nomination committee of the Company. He is a fellow member of Association of Chartered Certified Accountants (“ACCA”) and Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. Lee graduated from Hong Kong Polytechnic. He also holds a LLB degree from University of London and a master degree in Business Administration from University of Hong Kong. Mr. Lee has over 25 years’ experience in the fields of accounting, regulations and asset management. He held various senior positions with the Securities and Futures Commission (“SFC”), Hong Kong since 1995, such as director of Licensing, director of Corporate Planning and director of Finance and Administration. Mr. Lee retired from the SFC in July 2014, and he is the director and managing partner of Benington Capital Partner Ltd. Mr. Lee is an independent non-executive director of HTSC (stock code: 6886) which is listed on the Stock Exchange.

Mr. Lee entered into a letter of appointment for a term of three years with the Company which may be terminated by either party upon a one-month prior written notice. He is subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. He is entitled to a fixed director’s fee of HK\$240,000 per annum, which was determined by the Board with reference to the recommendation from the remuneration committee of the Company and his duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lee did not have any interests in the Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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 re-election of Mr. Lee as a Director.

Mr. Jiang Hongqing (“Mr. Jiang”), aged 53, was appointed as an independent non-executive Director on 2 February 2015. He is the chairman of the remuneration committee of the Company and a member of each of the audit committee and nomination committee of the Company. Mr. Jiang holds a Ph.D. in Engineering majoring in Architectural Design and Theory from South China University of Technology. He also holds a Master of Engineering Degree majoring in Landscape Architecture Design and a Bachelor of Engineering Degree majoring in Urban Planning from Chongqing Institute of Architecture and Engineering. Mr. Jiang had also studied in Ecole d’ Architecture Parisla-Seine in Paris, France. He is a Professorate Senior Urban Planner and a Certified Planner of the People’s Republic of China. Mr. Jiang presided over and participated in a number of major engineering technology or research projects at national, provincial and ministerial level; and he has a certain extent of study in Xiongan New Area, China’s Hainan Free Trade Zone, Guangdong – Hong Kong – Macau – Bay Area, urban and rural development, urban renewal and health (pension) industry. Mr. Jiang was an executive director of the Hong Kong Life Sciences and Technologies Group Limited (stock Code: 8085) from 1 December 2012 to 29 September 2017. Mr. Jiang was also an executive director of Birmingham International Holdings Limited (now known as Birmingham Sports Holdings Limited) (stock code: 2309) from 30 August 2011 to 20 January 2012.

Mr. Jiang entered into a letter of appointment for a term of three years with the Company which may be terminated by either party upon a one-month prior written notice. He is subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. He is entitled to a fixed director’s fee of HK\$240,000 per annum, which was determined by the Board with reference to the recommendation from the remuneration committee of the Company and his duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Jiang did not have any interests in the Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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 re-election of Mr. Jiang as a Director.

NOTICE OF ANNUAL GENERAL MEETING



DIT GROUP LIMITED

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 DIT Group Limited (the “Company”) will be held at Strategy II – III, Level 8, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 5 June 2020 at 10:00 a.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 2019;
2.
 - (i) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company;
 - (ii) To re-elect Mr. Lee Chi Ming as an independent non-executive director of the Company;
 - (iii) To re-elect Mr. Jiang Hongqing as an independent non-executive director of the Company;
 - (iv) To authorize the board of directors of the Company to fix the directors’ 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 and to make or grant offers, agreements or options, including warrants to subscribe for shares of the Company, which might require the exercise of such powers, be and is hereby generally and unconditionally approved, provided that, otherwise than
- (i) pursuant to a rights issue where shares of the Company are offered for a period fixed by the directors of the Company to shareholders of the Company 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 of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company;
 - (iii) an issue of shares of the Company as scrip dividends or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company from time to time; or
 - (iv) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted 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 number of shares of the Company 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 total number of shares of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly;
- (b) the approval given in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period; and

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
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 (“Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number 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 number of 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.”

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company 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 aggregate number of shares 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 aggregate number of shares 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 number shall not exceed 10 per cent of the total number of shares of the Company in issue on the date of passing this resolution.”

Yours faithfully
For and on behalf of
DIT Group Limited
Wu Po Sum
Chairman and Executive Director

Hong Kong, 6 May 2020

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Principal place of business
in Hong Kong:*
Unit Nos. 7707 and 7708, 77th Floor
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Notes:

- (i) The register of members of the Company will be closed from Tuesday, 2 June 2020 to Friday, 5 June 2020, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the meeting convened. In order to be eligible to attend and vote at the meeting convened, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712 – 1716, 17/F Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 1 June 2020.
- (ii) 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, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) 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 branch share registrar and transfer office 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 appointed for holding the meeting or any adjournment thereof.
- (iv) A form of proxy for use at the meeting convened is enclosed. Whether or not you are able to attend and vote at the meeting convened, you are requested 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 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.
- (v) In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company 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 6 May 2020 (the "Circular").
- (vi) Biographical details of the directors proposed for re-election are set out in the Appendix II of the Circular.
- (vii) If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the meeting convened, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://cmdrawin.todayir.com> and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (viii) Voting at the meeting convened will be taken by poll.
- (ix) In order to facilitate the prevention and control of the spread of the Novel Coronavirus epidemic and to safeguard the health and safety of the shareholders of the Company, the Company encourages the shareholders of the Company to consider appointing the chairman of the meeting convened as its/his/her proxy to vote on the relevant resolutions at the meeting convened as an alternative to attending the meeting convened in person.

As at the date of this notice, the Board comprises Mr. Wu Po Sum (Chairman), Mr. Guo Weiqiang and Mr. Yang Hongwei as executive Directors; Ms. Wu Wallis (alias Li Hua) and Mr. Wang Jun as non-executive Directors; Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.