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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of DIT Group Limited (the “**Company**”) will be held at Unit Nos. 7707–7708, 77/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Friday, 17 July 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

Words and expressions that are not expressly defined in this notice shall bear the same meaning as those defined in the circular dated 16 June 2020 issued by the Company.

1. “THAT

- (a) the EPC Service Arrangement and the terms of the EPC Service Arrangement contemplated under the Framework Agreement I dated 11 May 2020 (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby confirmed, approved and ratified;
- (b) the estimated transaction values under the EPC Service Arrangement (as set out in the Circular) be and are hereby approved; and
- (c) any one Director be and is hereby authorized to, on behalf of the Company, do all such acts and things and sign, seal, execute and deliver all such documents and take all such actions which he may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the EPC Service Arrangement contemplated under the Framework Agreement I.”

2. “THAT

- (a) the Supply Arrangement and the terms of the Supply Arrangement contemplated under the Framework Agreement I dated 11 May 2020 (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby confirmed, approved and ratified;
- (b) the Proposed Supply Arrangement Annual Cap (as set out in the Circular) be and are hereby approved; and
- (c) any one Director be and is hereby authorized to, on behalf of the Company, do all such acts and things and sign, seal, execute and deliver all such documents and take all such actions which he may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the Supply Arrangement contemplated under the Framework Agreement I.”

3. “THAT

- (a) the Park Design Service Arrangement and the terms of the Park Design Service Arrangement contemplated under the Framework Agreement II dated 11 May 2020 (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby confirmed, approved and ratified;
- (b) the estimated transaction values under the Park Design Service Arrangement (as set out in the Circular) be and are hereby approved; and
- (c) any one Director be and is hereby authorized to, on behalf of the Company, do all such acts and things and sign, seal, execute and deliver all such documents and take all such actions which he may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the Park Design Service Arrangement contemplated under the Framework Agreement II.”

By order of the Board of
DIT Group Limited
Wu Po Sum
Chairman and Executive Director

Hong Kong, 16 June 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, Level 77
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Tuesday, 14 July 2020 to Friday, 17 July 2020, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 13 July 2020.
- (2) A shareholder entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, in the event of a poll, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a shareholder 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.
- (3) A form of proxy for use at the SGM is enclosed. Whether or not you are able 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 adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) 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 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for the holding of the meeting or adjourned meeting thereof.
- (5) 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, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (6) 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 SGM, 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.
- (7) Voting at the SGM will be taken by poll.

As at the date of this notice, the Board comprises Mr. Wu Po Sum (Chairman) and Mr. Guo Weiqiang 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.