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If you have sold or transferred all your shares in DIT Group Limited, you should at once hand this Circular, together with the enclosed form of proxy to the purchaser or the transferee or to the licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**ADOPTION OF NEW SHARE OPTION SCHEME,
TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF SPECIAL GENERAL MEETING**

Capitalized 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 is set out on pages 4 to 10 of this Circular.

A notice convening the SGM to 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. is set out on pages 21 to 23 of this Circular. A form of proxy for use at the SGM is enclosed with this Circular. Whether or not you are able to attend and vote at the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 SGM or any adjournment thereof (as the case may be).

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.

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the special 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 special 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 special general meeting as an alternative to attending the meeting in person.

29 June 2020

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PRECAUTIONARY MEASURES FOR THE SPECIAL 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 special general meeting (“SGM”):

- (i) Compulsory body temperature check will be conducted on every shareholder, proxy and other attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the SGM venue and be asked to leave the SGM 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 SGM venue and be asked to leave the SGM venue.
- (iii) All shareholders, proxies and other attendees are required to wear surgical face masks inside the SGM venue at all times. Any person who does not comply with this requirement may be denied entry into the SGM venue and be asked to leave the SGM 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 SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM.

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 SGM 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 SGM as their proxy to vote on the relevant resolutions at the SGM 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, the following terms and expressions shall have the following meanings unless the context requires otherwise:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business days”	a day on which the Stock Exchange is open for business of dealing in securities
“Circular”	this circular issued by the Company in accordance with the Listing Rules in respect of the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	DIT Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(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
“Date of Grant”	the date on which the Board resolves to make an Offer of an Option to the Participant, which date must be a business day
“Director(s)”	the director(s) of the Company from time to time
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted by ordinary resolution at the annual general meeting held on 7 August 2013
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the New Share Option Scheme, or (where the context so permits) any person who is entitled in accordance with applicable laws of succession to any such Option in consequence of the death of the original Grantee, or the legal personal representative of such person
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 June 2020, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme to be proposed for adoption by the Company at the SGM, a summary of principal terms of which is set out in Appendix to this Circular
“Offer”	the offer of the grant of an Option made in accordance with the New Share Option Scheme
“Option(s)”	a right granted to subscribe for Shares pursuant to the New Share Option Scheme
“Participant”	any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group
“SGM”	the special general meeting of the Company to 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., the notice of which is set out on pages 21 to 23 of this Circular, or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or, if there has been a subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction
“Shareholder(s)”	holder(s) of the Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option as described in the provisions of the New Share Option Scheme
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	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:

Mr. Wu Po Sum (*Chairman*)

Mr. Guo Weiqiang (*Chief Executive Officer*)

Non-executive Directors:

Ms. Wu Wallis (alias Li Hua)

Mr. Wang Jun

Independent Non-executive Directors:

Mr. Jiang Hongqing

Mr. Lee Chi Ming

Mr. 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, Level 77

International Commerce Centre

1 Austin Road West

Kowloon

29 June 2020

To the Shareholders

Dear Sirs,

**ADOPTION OF NEW SHARE OPTION SCHEME,
TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this Circular is to provide you with information regarding the resolutions to be proposed at the SGM involving the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme, and to give you a notice of the SGM.

LETTER FROM THE BOARD

ADOPTION OF NEW SHARE OPTION SCHEME AND TERMINATION OF EXISTING SHARE OPTION SCHEME

Termination of Existing Share Option Scheme

The Existing Share Option Scheme was adopted at the annual general meeting of the Company held on 7 August 2013, which would expire on 6 August 2023 pursuant to its terms. The Existing Share Option Scheme is the only share option scheme adopted by the Company as at the Latest Practicable Date. For illustration purpose, the maximum number of Shares which may be issued upon exercise of all options to be granted under the existing 10% scheme mandate limit of the Existing Share Option Scheme is 35,125,888 Shares. As at the Latest Practicable Date, the Company has not granted any options to any non-director or any non-employee under the Existing Share Option Scheme. There were also no outstanding options granted but not yet exercised under the Existing Share Option Scheme as at the Latest Practicable Date. The Company has no intention to grant any additional options under the Existing Share Option Scheme from the Latest Practicable Date to the date of the SGM.

Pursuant to the terms of the Existing Share Option Scheme, the Existing Share Option Scheme could be terminated by resolution in general meeting and in such event no further options will be offered or granted and all remaining options that have yet to be granted will become void or non-exercisable, but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.

The Existing Share Option Scheme was adopted six years ago. There has been a substantial change in the number of issued share capital of the Company during the past six years, i.e. from 351,258,880 issued Shares in 2013 to 11,209,602,920 issued Shares as at the Latest Practicable Date. The Board is of the view that it is appropriate to terminate the Existing Share Option Scheme and to adopt the New Share Option Scheme for the following reasons, inter alia: (1) the change of the Group's long term business development plan and strategies after the change of its ultimate controlling shareholder and the change of management team members in 2019 and 2020, (2) the difference in the terms of the Existing Share Option Scheme and that of the New Share Option Scheme as further set out in this Circular, and (3) the expiry of the Existing Share Option Scheme in around three years' time. The Board is of the view that the New Share Option Scheme could better accommodate the Group's long term business development plan and strategies and incentivise persons who have contributed or will contribute to the Group. The Board also considers that the New Share Option Scheme, which is in compliance with the current Chapter 17 of the Listing Rules, will enable the Company to offer meaningful incentive to attract and retain quality personnel that are valuable to the development of the Group. In addition, for the ease of administration, the Board also considers it unnecessary to keep two share option schemes that serve similar purposes at the same time. Therefore, at the SGM, ordinary resolutions will be proposed to the Shareholders to terminate the Existing Share Option Scheme and to adopt the New Share Option Scheme.

LETTER FROM THE BOARD

Adoption of New Share Option Scheme

The purpose of the New Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole. The New Share Option Scheme will provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Participants.

The New Share Option Scheme is similar to the Existing Share Option Scheme, and is largely in line with the market form. There are certain differences in the terms between the Existing Share Option Scheme and the New Share Option Scheme, including the following:

- (1) the scope of eligible participants under the Existing Share Option Scheme includes (1) employees and directors of, (2) suppliers and customers of, (3) person or entity that provides research, development or other technological support to, and (4) holders of any securities or securities convertible into any securities issued by, any member of the Group or any entity in which the Group holds an equity interest (the “**Invested Entity**”), whereas the scope of Participants under the New Share Option Scheme includes employees and directors of any member of the Group, but excludes class of persons who are not employees or directors of the Group or relevant to the Invested Entity;
- (2) the time of acceptance of options granted under the Existing Share Option Scheme is 28 days from the offer date, whereas the time of acceptance of Options granted under the New Share Option Scheme is 10 business days from the offer date;
- (3) the consideration for acceptance of options granted under the Existing Share Option Scheme is HK\$10, whereas the consideration for acceptance of Options granted under the New Share Option Scheme is HK\$1;
- (4) the Company shall allot and issue the relevant Shares to the grantees under the Existing Share Option Scheme within 21 days after receipt of exercise notice or certificate issued by auditors or independent financial advisers, whereas the Company shall allot and issue the relevant Shares to the Grantees under the New Share Option Scheme within 15 business days after receipt of exercise notice or certificate issued by auditors or independent financial advisers;
- (5) when a grantee ceases to be eligible participant by reason of his employment or service agreement being terminated (for any reason other than death, insanity, ill-health, retirement, being guilty of misconduct, committing act of bankruptcy, being convicted of criminal offence, etc.), the options granted shall lapse one month from the date of termination under the Existing Share Option Scheme, whereas in such circumstance, the Grantee under the New Share Option Scheme shall have the right to exercise the Options granted within three months after the date of cessation;

LETTER FROM THE BOARD

- (6) when there is a resolution proposing to voluntarily wind-up the Company, the grantees under the Existing Share Option Scheme may exercise their options two business days prior to the date of such resolution, whereas in such circumstance, the Grantees under the New Share Option Scheme may exercise their Options three business days prior to the date of such resolution;
- (7) any options granted but not yet vested at the time of a change of control of the Company shall vest immediately and be exercisable upon such change of control under the Existing Share Option Scheme, whereas there is no such provision under the New Share Option Scheme; and
- (8) the Company may by resolution of the Shareholders in general meeting terminate the operation of the Existing Share Option Scheme, whereas the Company may by resolution of the Shareholders in general meeting or the Board may resolve to terminate the operation of the New Share Option Scheme.

The New Share Option Scheme will is conditional upon:

- a) the passing of ordinary resolution by the Shareholders at the SGM to (1) approve and adopt the New Share Option Scheme; (2) authorise the Board to grant Options under the New Share Option Scheme; and (3) authorise the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme; and
- b) the Listing Committee of the Stock Exchange granting or agreeing to grant approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of Options.

Under the New Share Option Scheme, the Board may during the life of the New Share Option Scheme make an Offer to any Participant, as the Board may in its absolute discretion select, to take up an Option pursuant to which such Participant may subscribe for such number of Shares as the Board may determine at the Subscription Price. For the purposes of the New Share Option Scheme, Options may be granted to any company wholly owned by one or more Participants. The Board is of the view that, from the point of view of the Company, it is the same to grant Options to the Participants or to company wholly owned by such Participants, and allowing the grant of Options to the company wholly owned by the Participants provides more flexibility to the Participants and is in line with market practice in attracting, retaining and rewarding the Participants. The Board may also at its discretion specify any conditions which must be satisfied before the Option may be exercised in the offer letter whereby the Option is offered. The Board believes that this will provide the Board with more flexibility in setting the terms and conditions of the Options under particular circumstances of each grant and facilitate the Board's aim to offer meaningful incentive to attract and retain quality personnel that are valuable to the development of the Group. Accordingly, the Directors consider that it is in the interest of the Company to adopt the New Share Option Scheme. The Board currently does not have a concrete plan to grant any Options to any of the Participants upon the adoption of the New Share Option Scheme. The Board will from time to time consider whether to grant any Options to the Participants based on a number of factors,

LETTER FROM THE BOARD

including, inter alia, the Group's overall financial performance, the Participants' individual performance and their contribution to the revenue, profits or business development of the Group.

Subject to the obtaining of Shareholders' approval with respect to the adoption of the New Share Option Scheme at the SGM, the aggregate number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes adopted by the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the date of adoption of the New Share Option Scheme, unless the Company obtains a fresh approval from Shareholders to renew the 10% limit, provided, inter alia, that the maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. As at the Latest Practicable Date, there were 11,209,602,920 Shares in issue. Assuming that (1) there is no change in the total number of Shares in issue from the Latest Practicable Date up to and including the date of the SGM and (2) the Existing Share Option Scheme will be terminated by resolution at the SGM, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme, if adopted, will be 1,120,960,292 Shares.

The Board considers that it is not appropriate to state the value of the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date given that the variables which are crucial for the calculation of the value of such Option cannot be determined. In addition, any such valuation will have to be made on the basis of certain option pricing model or other methodology, which depends on various assumptions and variables. The variables which are critical for the determination of the value of such Options include the Subscription Price payable for the Shares upon the exercise of the Options, whether or not Options will be granted under the New Share Option Scheme, and if so, the number of Options to be granted and the timing of granting such Options, the period during which the Options may be exercised, the discretion of the Board to impose any minimum periods for which an Option have to be held and/or any minimum performance targets that have to be achieved before the Options can be exercised and any other conditions that the Board may impose with respect to the Options and whether or not such Options, if granted, will be exercised by the holders of the Options. Accordingly, the Board believes that any calculation of the value of the Options based on a number of speculative assumptions will not be meaningful and may be misleading to Shareholders in the circumstances.

No trustee will be appointed under the New Share Option Scheme.

The New Share Option Scheme will be administered by the Board. None of the Directors is a trustee of the New Share Option Scheme nor has a direct or indirect interest in the trustee.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the new Shares which may fall to be allotted and issued pursuant to the exercise of any Options that may be granted under the New Share Option Scheme.

LETTER FROM THE BOARD

The Company will comply with the applicable requirements under Chapter 17 of the Listing Rules in respect of the operation of the New Share Option Scheme.

A summary of the principal terms of the New Share Option Scheme is set out in the Appendix to this Circular. A copy of the New Share Option Scheme will be available for inspection at the head office and principal place of business of the Company in Hong Kong at Unit Nos. 7707 and 7708 on Level 77 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong during normal business hours from 9:30 a.m. to 5:30 p.m. (except Saturdays, Sundays and gazetted public holidays in Hong Kong) from the date of this Circular up to and including the date of the SGM and at the SGM.

SGM

The notice convening the SGM to 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. is set out on pages 21 to 23 of this Circular.

At the SGM, ordinary resolutions will be proposed to the Shareholders to approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the SGM must be taken by poll except where the chairman of the SGM, 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, the resolutions to be considered and, if thought fit, passed at the SGM will be voted by way of poll by the Shareholders.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the proposed adoption of the New Share Option Scheme and, therefore, no Shareholder is required to abstain from voting at the SGM on the resolutions as set out in the notice of the SGM.

A form of proxy for use at the SGM is enclosed with this Circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon 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 SGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof. An announcement on the results of the SGM will be made by the Company following the SGM in accordance with the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

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 Shareholders' entitlement 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.

RECOMMENDATION

The Board is of the view that the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme are in the interest of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

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.

GENERAL INFORMATION

Your attention is drawn to the general information set out in the Appendix to this Circular.

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

The following is a summary of the principal terms of the New Share Option Scheme to be approved at the SGM, but such summary does not form, nor intended to be, part of the New Share Option Scheme, nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme:

1. PURPOSE

The purpose of the New Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole. The New Share Option Scheme will provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Participants.

2. WHO MAY JOIN

The Directors may at their absolute discretion, invite any person belonging to any of the following classes of Participants, to take up Options to subscribe for Shares:

- a) any directors (including executive directors, non-executive directors and independent non-executive directors) of any member of the Group; and
- b) any employees of any member of the Group,

and for the purposes of the New Share Option Scheme, Options may be granted to any company wholly owned by one or more Participants.

The basis of eligibility of any of the above classes of Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of their contribution or potential contribution to the Group.

3. DURATION OF THE NEW SHARE OPTION SCHEME

Subject to the fulfilment of the conditions in sub-paragraph 23.1 below and paragraph 20 below, the New Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date on which the New Share Option Scheme becomes unconditional, after which period no further Options shall be offered or granted, but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior to the expiry of the 10 year period or otherwise as may be required in accordance with the provisions of the New Share Option Scheme

4. MAXIMUM NUMBER OF SHARES

- 4.1 The overall limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time (the “**Scheme Limit**”).

- 4.2 Subject to sub-paragraphs 4.3 and 4.4 below, the Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option scheme(s) adopted by the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the New Share Option Scheme (the “**Scheme Mandate Limit**”). Options which have lapsed in accordance with the terms of the New Share Option Scheme (or any other share option scheme(s) of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit.
- 4.3 Subject to sub-paragraph 4.1 above and without prejudice to sub-paragraph 4.4 below, the Company may refresh the Scheme Mandate Limit at any time subject to prior approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid approval by the Shareholders in general meeting. Options previously granted under the New Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled or lapsed in accordance with its terms or exercised) shall not be counted for the purpose of calculating the limit as refreshed. A circular in accordance with the requirements of the Listing Rules shall be sent to the Shareholders in connection with the meeting at which their approval will be sought.
- 4.4 Subject to sub-paragraph 4.1 above and without prejudice to sub-paragraph 4.3 above, the Company may also seek separate approval of the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit, or if applicable, the refreshed Scheme Mandate Limit as referred to in sub-paragraph 4.3 above, to Participants specifically identified by the Company before the aforesaid Shareholders’ meeting where such approval is sought. A circular shall be sent to Shareholders containing a generic description of the identified Participants, the number and terms of the Options to be granted, the purpose of granting Options to the identified Participants, the explanation as to how those Options serve such purpose and all other information as required under the Listing Rules.

5. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

Unless approved by the Shareholders in the manner set out in paragraph 4 above, the total number of Shares issued and to be issued upon exercise of the Options granted and to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company to each Participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of Shares in issue (the “**Individual Limit**”). Any further grant of Options to a Participant which would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such Participant (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of the Shareholders in general meeting with such Participant and his close associates (or his associates if the Participant is a connected person) abstaining from voting. A circular shall be sent to the Shareholders disclosing the identity of such Participant, the

number and terms of the Options granted and to be granted and all other information as required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Participant shall be fixed before the Shareholders' approval is sought and the date of the Board meeting for proposing such further grant shall be the Date of Grant for the purpose of calculating the Subscription Price.

6. TIME OF ACCEPTANCE AND EXERCISE OF OPTION

- 6.1 An Offer shall be deemed to have been accepted when the duplicate of the offer letter comprising acceptance of the Offer duly signed by the Grantee with the number of Shares in respect of which the Offer is accepted clearly stated therein, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company within 10 business days from the date on which the letter containing the Offer is delivered to that Participant.
- 6.2 An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period (the "**Option Period**") to be determined and notified by the Board to each Grantee at the time of making an Offer, and shall not expire later than ten years from the Date of Grant. Unless otherwise determined by the Directors and stated in the Offer to a Participant, there is no minimum period required under the New Share Option Scheme for the holding of an Option granted before it can be exercised.

7. PERFORMANCE TARGET

Unless otherwise determined by the Directors and stated in the Offer to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

8. SUBSCRIPTION PRICE

The Subscription Price shall be such price determined by the Board in its absolute discretion and notified to the Participant in the Offer and shall be no less than the higher of:

- a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant, which must be a business day;
- b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and
- c) the nominal value of a Share on the Date of Grant.

9. GRANT OF OPTIONS TO CONNECTED PERSONS

9.1 Each grant of Options to any director, chief executive or substantial shareholder of the Company (or any of their respective associates) shall be subject to the prior approval of the independent non-executive directors of the Company (excluding any independent non-executive director of the Company who is a proposed recipient of the grant of Options).

9.2 Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company (or any of their respective associates) would result in the number of Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- a) representing in aggregate over 0.1% of the Shares in issue; and
- b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million,

such further grant of Options shall be subject to prior approval by the Shareholders in general meeting. The Company must send a circular to its Shareholders. The relevant Participant, his associates and all core connected persons of the Company shall abstain from voting at such general meeting, except that such person may vote against the relevant resolution at the general meeting provided that his/her intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith. Any vote taken at the general meeting to approve such grant must be taken on a poll. Any change in the terms of Options granted to any Grantee who is a substantial shareholder or an independent non-executive director of the Company (or any of their respective associates) must be approved by the Shareholders in general meeting. The circular shall contain:

- a) the details of the number and terms (including the Subscription Price) of the Options to be granted to each Participant which must be fixed before the Shareholders' meeting and the date of the Board meeting for proposing such further grant shall be taken as the relevant Date of Grant for the purpose of calculating the Subscription Price;
- b) a recommendation from the independent non-executive directors of the Company (excluding the independent non-executive director of the Company who is the relevant Participant) to the independent Shareholders stating their recommendation as to whether to vote for or against the resolution relating to the grant of the Options;
- c) the information required under Rules 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and

- d) the information required under Rule 2.17 of the Listing Rules.

10. RANKING OF SHARES

The Shares to be allotted and issued upon the exercise of an Option shall be identical to the then existing issued shares of the Company and subject to all the provisions of and the memorandum of association and the bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the other fully paid Shares in issue on the date the name of the Grantee is registered on the register of members of the Company or if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, save that the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company) declared or recommended or resolved to be paid to the Shareholders on the register on a date prior to such registration.

11. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

11.1 No Offer shall be made and no Option shall be granted to any Participants after inside information has come to the knowledge of the Company until such inside information has been published in an announcement in accordance with the Listing Rules. In particular, during the period commencing one month immediately before the earlier of:

- a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the requirements of the Listing Rules) for the approval of the Company's quarterly, half-year or annual results or its results for any other interim period (whether or not required under the Listing Rules); and
- b) the deadline for the Company to publish an announcement of its quarterly, half-year or annual results or its results for any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, no Option may be granted. Such period will also cover any period of delay in the publication of any results announcement.

Further, no Option shall be granted to the Directors or the Relevant Employees (as defined in the Listing Rules) on any day on which the Company's financial results are published, and (1) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (2) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

11.2 No Offer shall be made and no Option shall be granted to any Participant in circumstances prohibited by the Listing Rules or at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or laws.

12. RIGHTS ON CEASING TO BE A PARTICIPANT

If a Grantee (being an employee or a director of any member of our Group) ceases to be a Participant for any reason other than (i) his or her death, insanity, ill-health or retirement in accordance with his or her contract of employment or (ii) on one or more of the grounds of termination of employment or engagement specified in sub-paragraph 18(d) below, before exercising the Option in full, the Grantee shall have the right to exercise those Options then already vested in accordance with the terms of the New Share Option Scheme (to the extent not already exercised) at any time prior to or on the date of expiry of three months period after the date of cessation unless the Board otherwise determines, in which event the Option shall be exercisable, in whole or in part, to the extent and within such period as the Board may determine. The date of cessation of employment of a Grantee (being an employee and who may or may not be a director of any member of the Group) shall be the last actual working day on which the Grantee was physically at work with the relevant member of the Group, whether salary is paid in lieu of notice or not.

13. RIGHTS ON DEATH, INSANITY, ILL-HEALTH AND DISABILITY

If the Grantee ceases to be a Participant for reason of his or her death, insanity, ill-health or retirement in accordance with his or her contract of employment before exercising the Option in full and none of the events for termination of employment or engagement under sub-paragraph 18(d) below then exists with respect to such Grantee, the personal representative(s) of the Grantee or the Grantee (as the case may be) shall be entitled to exercise the Option (to the extent not already exercised), in whole or in part, up to the entitlement of such Grantee as at the date of death or the date of cessation due to insanity, ill-health or retirement within a period of 12 months from such date of death or cessation.

14. RIGHTS ON TAKEOVER

If a general offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph 15 below) is made to all the Shareholders (other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, at any time within such period as shall be notified by the Company.

15. RIGHTS ON SCHEME OF ARRANGEMENT

If a general offer for Shares by way of scheme of arrangement is made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company.

16. RIGHTS ON COMPROMISE OR OTHER ARRANGEMENT BETWEEN THE COMPANY AND ITS CREDITORS

If a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 15 above, between the Company and its members and/or creditors being proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other companies pursuant to the laws of the jurisdiction in which the Company was incorporated, the Company shall give notice thereof to all Grantees on the same day as it first gives notice of the meeting to its members and/or creditors summoning the meeting to consider such a scheme or arrangement and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three business days prior to the date of the proposed meeting, allot, issue and register in the register of members of the Company the name of the Grantee as holder of such number of fully paid Shares which fall to be issued on exercise of such Option.

17. RIGHTS ON VOLUNTARY WINDING-UP

If a notice is given by the Company to its Shareholders to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the Grantee and the Grantee (or in the case of the death of the Grantee, his personal representatives(s)) may at any time within such period as shall be notified by the Company, subject to the provisions of all applicable laws, exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three business days prior to the date of the proposed general meeting, allot, issue and register in the register of members of the Company the name of the Grantee as holder of such number of fully paid Shares which fall to be issued on exercise of such Option.

18. LAPSE OF OPTION

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- a) the expiry of the Option Period;

- b) the date or the expiry of any of the periods for exercising the Option as referred to in paragraphs 12 to 17 above;
- c) the date on which the Grantee commits a breach of paragraph 21 below;
- d) the date on which the Grantee (being an employee or a director of any member of the Group) ceases to be a Participant by reason of the termination of his or her employment or engagement on the grounds that he or she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his or her debts or has become bankrupt or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment summarily;
- e) the date on which the Grantee joins a company which the Board believes in its sole and reasonable opinion to be a competitor of the Company;
- f) the date on which the Grantee (being a corporation) appears either to be unable to pay or to have no reasonable prospect of being able to pay its debts when they fall due or has become insolvent or has made any arrangement or composition with its creditors generally; and
- g) unless the Board otherwise determines, and other than in the circumstances referred to in sub-paragraph 18(a) or (b) above, the date the Grantee ceases to be a Participant (as determined by a Board resolution) for any other reason.

19. CANCELLATION OF OPTIONS

Any Option granted but not exercised may be cancelled if the Grantee so agrees. Issuance of new Options to the same Grantee may only be made if there are unissued Options available under the New Share Option Scheme (excluding the cancelled Options) and in compliance with the terms of the New Share Option Scheme.

Any breach of the requirement under paragraph 21 below shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee without incurring any liability on the part of the Company.

20. TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company by ordinary resolution in general meeting or the Board may at any time resolve to terminate the operation of the New Share Option Scheme prior to the expiry of the life of the New Share Option Scheme and in such event no further Options will be offered or granted but the provisions of the New Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any Options granted (to the extent not already exercised) prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the New Share Option

Scheme and remain unexercised and unexpired immediately prior to the termination of the operation of the New Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the New Share Option Scheme.

21. TRANSFERABILITY OF OPTIONS

An Option shall be personal to the Grantee and shall not be transferable nor assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest in favour of or enter into any agreement with any other person over or in relation to any Option, except for the transmission of an Option on the death of the Grantee to his personal representative(s) on the terms of the New Share Option Scheme.

22. REORGANIZATION OF CAPITAL STRUCTURE

22.1 In the event of an alteration in the capital structure of the Company whilst any Option remains exercisable by way of capitalization of profits or reserves, rights issue, subdivision or consolidation of shares, or reduction of the share capital of the Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party), such corresponding alterations (if any) shall be made to:

- a) the number or nominal amount of Shares comprised in each Option so far as unexercised; and/or
- b) the Subscription Price; and/or
- c) the method of exercise of the Option,

or any combination thereof, as the auditors for the time being or an independent financial adviser engaged by the Company for such purpose shall, at the request of the Company, certify in writing, either generally or as regards any particular Grantee, to be in their opinion fair and reasonable, provided always that any such adjustments should give each Grantee the same proportion of the equity capital of the Company as that to which that Grantee was previously entitled prior to such adjustments, and no adjustments shall be made which will enable a Share to be issued at less than its nominal value. The capacity of such auditors or independent financial adviser (as the case may be) in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. The costs of such auditors or independent financial adviser (as the case may be) shall be borne by the Company.

22.2 In addition, in respect of any adjustment required above, other than any made on a capitalization of profits or reserves, such auditors or independent financial adviser, as the case may be, shall confirm to the Board in writing that the adjustments satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange

dated 5 September 2005 to all issuers relating to share option schemes and/or such other requirement prescribed under the Listing Rules and such other applicable guidance and/or interpretation of the Listing Rules from time to time.

22.3 If there has been any alteration in the capital structure of the Company as referred to in sub-paragraph 22.1 above, the Company shall, upon receipt of an exercise notice from a Grantee, inform the Grantee of such alteration and shall either inform the Grantee of the adjustment to be made in accordance with the certificate of such auditors or the independent financial adviser obtained by the Company for such purpose or, if no such certificate has yet been obtained, inform the Grantee of such fact and instruct such auditors or the independent financial adviser as soon as practicable thereafter to issue a certificate in that regard in accordance with sub-paragraph 22.1 above.

23. MISCELLANEOUS

23.1 The New Share Option Scheme is conditional upon

- a) the passing of ordinary resolution by the Shareholders at the Shareholders' meeting to (1) approve and adopt the New Share Option Scheme; (2) authorise the Board to grant Options under the New Share Option Scheme; and (3) authorise the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme; and
- b) the Listing Committee of the Stock Exchange granting or agreeing to grant approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of Options.

23.2 Those specific provisions of the New Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants without the prior approval of Shareholders in general meeting.

23.3 Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The New Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules. Any change to the authority of the Director or scheme administrators in relation to any alternation to the terms of the New Share Option Scheme must be approved by Shareholders in general meeting.

NOTICE OF SPECIAL 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 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 ordinary resolutions 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 29 June 2020 issued by the Company.

1. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant approval of the listing of, and the permission to deal in, the shares in the capital of the Company (the “**Shares**”) falling to be allotted and issued pursuant to the exercise of the options to be granted under the new share option scheme (the “**New Share Option Scheme**”), a copy of which has been produced to the meeting and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation to:
 - (i) to administer the New Share Option Scheme under which options will be granted to the persons eligible under the New Share Option Scheme to subscribe for Shares;
 - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the New Share Option Scheme relating to the modification and/or amendment and subject to the requirements of the Listing Rules;

NOTICE OF SPECIAL GENERAL MEETING

- (iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Scheme Mandate Limit**”), but the Company may seek an approval from its shareholders in general meeting to refresh the Scheme Mandate Limit from time to time but provided always that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company shall not in aggregate exceed 30% of the total number of Shares in issue from time to time;
- (iv) to make application at appropriate time or times to the Stock Exchange, and any other stock exchanges, if appropriate, for the listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”
2. “**THAT** the existing share option scheme of the Company which was adopted by the Company at the annual general meeting held on 7 August 2013 (the “**Existing Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.”

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

Hong Kong, 29 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

NOTICE OF SPECIAL GENERAL MEETING

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 appointed 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.