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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)**

### **SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING**

Reference is made to the notices of special general meeting of DIT Group Limited (the “**Company**”) dated 16 June 2020 and 29 June 2020, which set out the date, time and venue of the special general meeting and the resolutions to be proposed for the approval of the shareholders of the Company.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that a special general meeting of 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 supplemental notice shall bear the same meaning as those defined in the circulars dated 16 June 2020 and 29 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.”

4. “**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;
  - (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.”

5. “**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, 2 July 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 supplemental 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 supplemental 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 supplemental form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the supplemental 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 supplemental form of proxy shall be deemed to be revoked.
- (4) In order to be valid, the supplemental 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.
- (8) The supplemental form of proxy for use at the SGM should supersede the form of proxy for use at the SGM dispatched together with the notices of the SGM dated 16 June 2020 and 29 June 2020 (each an “**Original Proxy Form for the SGM**”), the shareholders who have already submitted the Original Proxy Form for the SGM in accordance with the instructions printed hereon should note that the Original Proxy Form for the SGM shall be invalid at the SGM. Shareholders (including the shareholders who have already submitted the Original Proxy Form for the SGM, duly completed or not) who wish to appoint proxies to attend the SGM on their behalf are requested to submit the supplemental form of proxy in accordance with the printed instructions.

*As at the date of this supplemental 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.*