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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 licensed security dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

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)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definition” in this Circular.

A letter from the Board is set out on pages 5 to 11 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 Wednesday, 30 September 2020 at 10:00 a.m. is set out on pages 14 to 16 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.

11 September 2020

CONTENTS

| | <i>Page</i> |
|--|-------------|
| PRECAUTIONARY MEASURES FOR SPECIAL GENERAL MEETING | ii |
| DEFINITIONS | 1 |
| EXPECTED TIMETABLE | 3 |
| LETTER FROM THE BOARD | 5 |
| INTRODUCTION | 5 |
| PROPOSED SHARE CONSOLIDATION | 6 |
| PROPOSED CHANGE IN BOARD LOT SIZE | 8 |
| OTHER ARRANGEMENTS | 8 |
| REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE | 9 |
| PROPOSED RE-ELECTION OF DIRECTORS | 10 |
| SGM | 10 |
| CLOSURE OF REGISTER OF MEMBERS | 11 |
| RECOMMENDATION | 11 |
| RESPONSIBILITY STATEMENT | 11 |
| APPENDIX — BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION | 12 |
| NOTICE OF SPECIAL GENERAL MEETING | 14 |

PRECAUTIONARY MEASURES FOR 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 the SGM (as defined below):

- (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://dit.aconnect.com.hk> and the website of The Stock Exchange of Hong Kong Limited at <http://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:

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|------------------------------|---|
| “Board” | the board of Directors; |
| “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; |
| “CCASS” | the Central Clearing and Settlement System established and operated by the HKSCC; |
| “Change in Board Lot Size” | the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 5,000 Consolidated Shares; |
| “CCRE” | Central China Real Estate Limited (建業地產股份有限公司), a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange with stock code 832; |
| “CCRE Group” | CCRE and its subsidiaries from time to time; |
| “Circular” | this circular issued by the Company in accordance with the Listing Rules in respect of approving the Share Consolidation and the re-election of Directors; |
| “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; |
| “Consolidated Share(s)” | ordinary share(s) of par value HK\$0.40 each in the share capital of the Company immediately after the Share Consolidation becoming effective; |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Director(s)” | the director(s) of the Company from time to time; |
| “Existing Share(s)” | ordinary share(s) of par value HK\$0.10 each in the share capital of the Company before the Share Consolidation becomes effective; |
| “HKSCC” | Hong Kong Securities Clearing Company Limited; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |

DEFINITIONS

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|------------------------------|---|
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Latest Practicable Date” | 4 September 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; |
| “Nomination Committee” | the nomination committee of the Company; |
| “Remuneration Committee” | the remuneration committee of the Company; |
| “SFO” | the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong; |
| “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 Wednesday, 30 September 2020 at 10:00 a.m., the notice of which is set out on pages 14 to 16 of this Circular, or any adjournment thereof; |
| “Share(s)” | Existing Share(s) and/or Consolidated Share(s), as the case may be; |
| “Share Consolidation” | the proposed share consolidation of every four (4) issued and unissued Existing Shares into one (1) Consolidated Share; |
| “Shareholder(s)” | the holder(s) of the issued Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; and |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules. |

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|---------------------------|
| EXPECTED TIMETABLE |
|---------------------------|

The expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size is as follows:

| Event | Time and Date |
|--|---|
| Expected despatch date of the Circular, proxy form and notice of the SGM | Friday, 11 September 2020 |
| Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM..... | 4:30 p.m. on Thursday, 24 September 2020 |
| Closure of register of members for the entitlement to attend and vote at the SGM | Friday, 25 September 2020 to Wednesday, 30 September 2020 (both days inclusive) |
| Latest date and time for lodging proxy form for the SGM..... | 10 a.m. on Monday, 28 September 2020 |
| Record date for attending the SGM | Wednesday, 30 September 2020 |
| Expected date and time of the SGM..... | 10 a.m. on Wednesday, 30 September 2020 |
| Announcement of the poll results of the SGM | Wednesday, 30 September 2020 |
| <i>The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation</i> | |
| Effective date of the Share Consolidation..... | Tuesday, 6 October 2020 |
| First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares..... | Tuesday, 6 October 2020 |
| Dealings in the Consolidated Shares commences..... | 9:00 a.m. on Tuesday, 6 October 2020 |
| Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes..... | 9:00 a.m. on Tuesday, 6 October 2020 |
| Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) opens..... | 9:00 a.m. on Tuesday, 6 October 2020 |

EXPECTED TIMETABLE

| | |
|---|--|
| Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens..... | 9:00 a.m. on Tuesday, 20 October 2020 |
| Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) commences..... | 9:00 a.m. on Tuesday, 20 October 2020 |
| Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares..... | 9:00 a.m. on Tuesday, 20 October 2020 |
| Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) closes | 4:10 p.m. on Tuesday, 10 November 2020 |
| Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) ends | 4:10 p.m. on Tuesday, 10 November 2020 |
| Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares | 4:10 p.m. on Tuesday, 10 November 2020 |
| Latest date and time for free exchange of existing share certificates for new share certificates for the Consolidate Shares..... | 4:30 p.m. on Thursday, 12 November 2020 |

All times and dates in this Circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this Circular for events in the expected timetable for the Share Consolidation and the Change in Board Lot Size are subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the SGM, and are therefore for indicative purpose only.

In the event that any special circumstances arise, the Board may extend, or make adjustments to, the expected timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

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. Liu Weixing (*Chairman*)
Mr. Guo Weiqiang (*Chief Executive Officer*)
Ms. Wang Jing

Registered office:

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

Non-executive Directors:

Ms. Wu Wallis (alias Li Hua)
Mr. Wang Jun

Principal place of business in Hong Kong:

Unit Nos. 7707 and 7708, Level 77
International Commerce Centre
1 Austin Road West
Kowloon

Independent Non-executive Directors:

Mr. Jiang Hongqing
Mr. Lee Chi Ming
Mr. Ma Lishan

11 September 2020

To the Shareholders

Dear Sirs,

- (1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 31 August 2020 in relation to the Share Consolidation and the Change in Board Lot Size.

Reference is also made to the announcement of the Company dated 21 August 2020 in relation to, among other things, the appointment of Mr. Liu Weixing and Ms. Wang Jing.

LETTER FROM THE BOARD

The purpose of this Circular is to provide you with information regarding, among other things, (i) the Share Consolidation; (ii) the Change in Board Lot Size; and (iii) the proposed re-election of Directors, and to give you a notice of the SGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Existing Shares will be consolidated into one (1) Consolidated Share.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company HK\$2,500,000,000 divided into 25,000,000,000 Existing Shares of par value HK\$0.10 each, of which 11,209,602,920 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no Existing Shares are issued or repurchased from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 6,250,000,000 Consolidated Shares of par value HK\$0.40 each, of which 2,802,400,730 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Company's memorandum of association and the Bye-laws.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders would otherwise be entitled.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective; and
3. the compliance with the relevant procedures and requirements under the laws of Bermuda (where applicable) and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions of the Share Consolidation, the effective date of the Share Consolidation is currently expected to be Tuesday, 6 October 2020, being the second (2nd) Business Day immediately after the date of the SGM.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, arising from the Share Consolidation, will be disregarded and will not be issued to the Shareholders, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares which will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

LETTER FROM THE BOARD

PROPOSED CHANGE IN BOARD LOT SIZE

Currently, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 5,000 Consolidated Shares upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.36 per Existing Share (equivalent to the theoretical closing price of HK\$1.44 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each existing board lot of the Existing Shares is HK\$7,200; (ii) the value of each board lot of 20,000 Consolidated Shares would be HK\$28,800 assuming the Share Consolidation becoming effective; and (iii) the estimated market value per board lot of 5,000 Consolidated Shares would be HK\$7,200 assuming that the Change in Board Lot Size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

OTHER ARRANGEMENTS

Arrangement on odd lots trading

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide a matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Computershare Hong Kong Investor Services Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (telephone number: (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.)). Please refer to the section headed "Expected Timetable" on pages 3 and 4 of this Circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, the Shareholders may during the business hours, on or after Tuesday, 6 October 2020 and until Thursday, 12 November 2020 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit existing share certificates in the colour of yellow for the Existing Shares to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services

LETTER FROM THE BOARD

Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange for new share certificates in the colour of blue for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 9:00 a.m. on Tuesday, 6 October 2020, trading will only be in Consolidated Shares. Existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading, settlement and registration purposes.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company does not have any derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. The Share Consolidation would enable the Company to comply with the trading requirements of the Listing Rules.

In view of the prevailing trading price of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. The Board believes that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

The Board also believes that the Change in Board Lot Size from 20,000 Existing Shares to 5,000 Consolidated Shares will keep the board lot value of the Consolidated Shares after the Share Consolidation and bring the least impact on the Shareholders due to the Share Consolidation. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As of the Latest Practicable Date, the Company has no plans for any further corporate action or arrangement that may affect the trading in its Shares and it has no plans for any equity fundraising.

PROPOSED RE-ELECTION OF DIRECTORS

According to bye-law 102 of the 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.

As disclosed in the announcement of the Company dated 21 August 2020, each of Mr. Liu Weixing and Ms. Wang Jing has been appointed as an executive Director with effect from 21 August 2020. Accordingly, Mr. Liu Weixing and Ms. Wang Jing shall hold office only until the SGM, and being eligible, each of them will offer themselves for re-election at the SGM.

Biographical details of the Directors who are proposed to be re-elected at the SGM are set out in Appendix to this Circular.

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 Wednesday, 30 September 2020 at 10:00 a.m. is set out on pages 14 to 16 of this Circular.

At the SGM, ordinary resolutions will be proposed to the Shareholders to approve the Share Consolidation and the proposed re-election of the Directors. 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 Share Consolidation or the proposed re-election of the Directors. Accordingly, 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

LETTER FROM THE BOARD

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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 25 September 2020 to Wednesday, 30 September 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 Thursday, 24 September 2020.

RECOMMENDATION

The Board considers that the Share Consolidation and the proposed re-election of the Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the 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.

Yours faithfully,
By order of the Board of
DIT Group Limited
Liu Weixing
Chairman and Executive Director

Information on the Directors proposed for re-election at the SGM is set out below:

Mr. Liu Weixing (“Mr. Liu”)

Mr. Liu, aged 60, has been appointed as an executive Director, the chairman of the Board, the chairman of Nomination Committee and a member of the Remuneration Committee on 21 August 2020. He has over 36 years of experience in banking and finance. He is currently an executive director of CCRE.

Mr. Liu held positions of officer and vice division chief responsible for industrial and commercial credit facilities in Luoyang Region Center Branch of People’s Bank of China from 1979 to 1984. Mr. Liu held several positions in Industrial and Commercial Bank of China from 1985 to August 2016, including the vice president of Luoyang Region Center Branch, the vice president of Sanmenxia City Branch, an officer of Henan Province Branch, assistant to the president of Henan Province Branch, the vice president of Henan Province Branch, the president of Anhui Province Branch, the president of Chongqing City Branch, the president of Henan Province Branch and the head of Internal Audit Department of Main Branch.

Mr. Liu obtained a certificate of graduation in banking management from Henan Banking College* (河南銀行學校) in 1979, a certificate of graduation in financial management from Zhengzhou University in 1983, a master degree in economics from Henan University in 1998 and a certificate of graduation in law from Tsinghua University in 2005.

The Company has entered into a service agreement with Mr. Liu in relation to his appointment as an executive Director for a term of three years commencing from 21 August 2020. Mr. Liu will be subject to retirement and re-election pursuant to the Bye-laws. In accordance with the terms of the service agreement, Mr. Liu is entitled to an annual director’s fee of HK\$2,000,000. Mr. Liu’s remuneration is determined with reference to his experience, duties and responsibilities, workload and time devoted to the Group, and will be reviewed by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Liu is interested in 10,260,000 Shares, representing approximately 0.09% of the issued share capital of the Company. Save as disclosed aforesaid, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Wang Jing (“Ms. Wang”)

Ms. Wang, aged 50, has been appointed as an executive Director on 21 August 2020. She is currently the vice president of Drawin Intelligent Manufacture Technology Industry Group Limited* (築友智造科技產業集團有限公司), an indirect controlling shareholder of the Company.

Ms. Wang has 29 years of extensive working experience. She was a technician of the Research Institute of Zhongyuan Pharmaceutical Factory* (中原製藥廠研究所) from 1991 to 1997. She joined the CCRE Group in 1997 until April 2020 and held several positions there. During her 23 years in the CCRE Group, Ms. Wang served as the vice president of Central China Real Estate Group (China) Company Limited* (建業住宅集團(中國)有限公司), including the general manager of the design management center, the assistant president and the general manager of the Forest Peninsula Project (森林半島項目), the general manager of Zhengzhou Metropolitan Area, the director of the product management center, the general manager of the Zhengzhou-Kaifeng Region and the general manager of Henan Central China Commercial Real Estate Management Company Limited* (河南建業商業地產經營管理有限公司), during which she was also charged with managing Henan Central China Modern Agricultural Investment Company* (河南建業現代農業投資公司) and the Window of Jianye Project (建業之窗項目). She was also a member of the implementation committee of Central China Real Estate Group (China) Company Limited.

Ms. Wang graduated from Zhengzhou Air Defense Force Academy in 1991, majoring in mechatronics, and obtained an Executive Master of Business Administration (EMBA) from National University of Singapore in 2012.

The Company has entered into a service agreement with Ms. Wang in relation to her appointment as an executive Director for a term of three years on 21 August 2020. Ms. Wang will be subject to retirement and re-election pursuant to the Bye-laws. In accordance with the terms of the service agreement, Ms. Wang is entitled to an annual director's fee of RMB1,300,000. Ms. Wang's remuneration is determined with reference to her experience, duties and responsibilities, workload and time devoted to the Group, and will be reviewed by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Ms. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) each of Mr. Liu and Ms. Wang does not hold any other positions with the Company or any of its subsidiaries; (ii) each of Mr. Liu and Ms. Wang does not hold, and has not held in the last three years, any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) each of Mr. Liu and Ms. Wang has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) no other information in relation to the appointment of each of Mr. Liu and Ms. Wang to their respective positions in the Company is needed to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and (v) no other matters in relation to the appointment of each of the Mr. Liu and Ms. Wang to their respective positions in the Company need to be brought to the attention of the Shareholders.

* For identification purposes only

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 Wednesday, 30 September 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 11 September 2020 issued by the Company.

1. “**THAT** subject to and conditional upon the granting by The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:
 - (a) with effect from the second (2nd) Business Day immediately following the date on which this resolution is passed:
 - (i) every four (4) issued and unissued ordinary shares of par value HK\$0.10 each in the share capital of the Company be consolidated into one (1) share of par value HK\$0.40 (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
 - (ii) all of the Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;
 - (iii) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and not issued to the shareholders of the Company concerned, but all such fractional Consolidated Shares shall be aggregated and, if possible, sold for the benefit of the Company; and

NOTICE OF SPECIAL GENERAL MEETING

- (b) the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

2. “**THAT**

- (a) Mr. Liu Weixing be re-elected as an executive Director;
- (b) Ms. Wang Jing be re-elected as an executive Director; and
- (c) the Board be authorised to fix the remuneration of the Directors.”

By order of the Board of
DIT Group Limited
Liu Weixing
Chairman and Executive Director

Hong Kong, 11 September 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

Notes:

1. The register of members of the Company will be closed from Friday, 25 September 2020 to Wednesday, 30 September 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 Thursday, 24 September 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.

NOTICE OF SPECIAL GENERAL MEETING

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://dit.aconnect.com.hk> 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. Biographical details of the Directors proposed to be re-elected at the SGM are set out in the Appendix of the circular of the Company dated 11 September 2020.
8. Voting at the SGM will be taken by poll.
9. 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. Liu Weixing (Chairman), Mr. Guo Weiqiang and Ms. Wang Jing 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.