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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)**

**ANNOUNCEMENT**

**CONNECTED TRANSACTIONS**  
**IN RELATION TO —**  
**(1) PROVISION OF DECORATION WORKS; AND**  
**(2) PROVISION OF LANDSCAPING WORKS**

**PROVISION OF DECORATION AND LANDSCAPING WORKS**

The Board is pleased to announce that on 17 June 2021 (after trading hours), Drawin Intelligent Decoration and Drawin Intelligent Landscaping (each a wholly-owned subsidiary of the Company) entered into the Decoration Works Agreements and the Landscaping Works Agreements, respectively, with Drawin Intelligent Construction Technology, pursuant to which, Drawin Intelligent Decoration and Drawin Intelligent Landscaping shall be contracted to carry out decoration and landscaping works for Drawin Intelligent Construction Technology at three premises in the PRC.

## **IMPLICATIONS UNDER THE LISTING RULES**

Drawin Intelligent Construction Technology is a wholly-owned subsidiary of Drawin Manufacture. As at the date of this announcement, Drawin Manufacture indirectly held approximately 63.53% of the total issued Shares; hence, a controlling shareholder of the Company. Drawin Manufacture is also indirectly wholly-owned by Mr. Wu Po Sum, who is the father of Ms. Wu Wallis (alias Li Hua) (a non-executive Director). Therefore, Drawin Manufacture and Drawin Intelligent Construction Technology and its branch companies are connected persons of the Company under the Listing Rules.

The Decoration Works Agreements and the Landscaping Works Agreements require aggregation under Rule 14A.81 of the Listing Rules as they are all entered into with Drawin Intelligent Construction Technology in respect of the same three premises and are of similar nature. Since all of the applicable percentage ratios in respect of the Decoration Works Agreements and the Landscaping Works Agreements in aggregate are more than 0.1% but less than 5%, the provision of decoration and landscaping works thereunder constitutes connected transactions which are subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

The Board is pleased to announce that on 17 June 2021 (after trading hours), Drawin Intelligent Decoration, Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology entered into a series of six Decoration Works Agreements and Landscaping Works Agreements, respectively.

## **HUAIAN DECORATION WORKS AGREEMENT**

Date:	17 June 2021 (after trading hours)
Parties:	(1) Drawin Intelligent Decoration; and (2) Drawin Intelligent Construction Technology, Jiangsu Branch
Scope of work:	Drawin Intelligent Decoration shall carry out decoration works in respect of office buildings and manufacturing plants in the premises located at Lianshuixian Airport Industrial Park, Huaian City, Jiangsu Province, PRC and prepare relevant construction plan and schedule in accordance with the construction drawings and instructions of Drawin Intelligent Construction Technology, Jiangsu Branch.
Contract period:	60 days

Project delivery method: Labour and material

Contract price: RMB5,000,000 (inclusive of tax), subject to adjustment in accordance with any changes to PRC tax codes

Basis of consideration: The contract price has been determined by Drawin Intelligent Decoration and Drawin Intelligent Construction Technology, Jiangsu Branch after arm's length negotiations with reference to the cost of construction and labour and the prevailing market rates for comparable works undertaken in the region where the project is located; Drawin Intelligent Decoration shall provide procurement invoices and labour contracts to evidence the aforesaid costs.

Payment terms: The contract price shall be payable in monthly instalments based on the progress of the decoration works. Generally, 80% of the contract price shall be fully paid upon completion and acceptance of the decoration works; up to 97% of the contract price shall be fully paid after the completion settlement report has been audited.

3% of the contract price (deductible by cost incurred in repairing defective decoration works) shall be held by Drawin Intelligent Construction Technology, Jiangsu Branch as the quality guarantee deposit and shall be fully paid upon the expiry of the defects liability period, being 2 years from the date of acceptance of the decoration works.

Drawin Intelligent Construction Technology, Jiangsu Branch shall deduct water, electricity and any other deductible charges incurred by Drawin Intelligent Decoration at the project site from monthly payment due and payable by it.

## **NANTONG DECORATION WORKS AGREEMENT**

Date: 17 June 2021 (after trading hours)

Parties: (1) Drawin Intelligent Decoration; and (2) Drawin Intelligent Construction Technology

Scope of work: Drawin Intelligent Decoration shall carry out decoration works in respect of office buildings and manufacturing plants in the premises located at Shizongzhen, Tongzhouqu, Nantong City, Jiangsu Province, PRC and prepare relevant construction plan and schedule in accordance with the construction drawings and instructions of Drawin Intelligent Construction Technology.

Contract period: 60 days

Project delivery method: Labour and material

Contract price: RMB6,000,000 (inclusive of tax), subject to adjustment in accordance with any changes to PRC tax codes

Basis of consideration: The contract price has been determined by Drawin Intelligent Decoration and Drawin Intelligent Construction Technology after arm's length negotiations with reference to the cost of construction and labour and the prevailing market rates for comparable works undertaken in the region where the project is located; Drawin Intelligent Decoration shall provide procurement invoices and labour contracts to evidence the aforesaid costs.

Payment terms: The contract price shall be payable in monthly instalments based on the progress of the decoration works. Generally, 80% of the contract price shall be fully paid upon completion and acceptance of the decoration works; up to 97% of the contract price shall be fully paid after the completion settlement report has been audited.

3% of the contract price (deductible by cost incurred in repairing defective decoration works) shall be held by Drawin Intelligent Construction Technology as the quality guarantee deposit and shall be fully paid upon the expiry of the defects liability period, being 2 years from the date of acceptance of the decoration works.

Drawin Intelligent Construction Technology shall deduct water, electricity and any other deductible charges incurred by Drawin Intelligent Decoration at the project site from monthly payment due and payable by it.

## ZHENGZHOU DECORATION WORKS AGREEMENT

Date: 17 June 2021 (after trading hours)

Parties: (1) Drawin Intelligent Decoration; and (2) Drawin Intelligent Construction Technology, Henan Branch

Scope of work: Drawin Intelligent Decoration shall carry out decoration works in respect of cladding systems, office buildings and dormitories in the premises located at Dayezhen Industrial Cluster Zone, Dengfeng City, Henan Province, PRC and prepare relevant construction plan and schedule in accordance with the construction drawings and instructions of Drawin Intelligent Construction Technology, Henan Branch.

Contract period: 120 days

Project delivery method: Labour and material

Contract price: In respect of cladding systems, RMB9,883,000 (inclusive of tax) and in respect of office buildings and dormitories, RMB10,110,000 (inclusive of tax), both subject to adjustment in accordance with any changes to PRC tax codes

Basis of consideration: The contract price have been determined by Drawin Intelligent Decoration and Drawin Intelligent Construction Technology, Henan Branch after arm's length negotiations with reference to the cost of construction and labour and the prevailing market rates for comparable works undertaken in the region where the project is located; Drawin Intelligent Decoration shall provide procurement invoices and labour contracts to evidence the aforesaid costs.

Payment terms: The contract price shall be payable in monthly instalments based on the progress of the decoration works. Generally, 80% of the contract price shall be fully paid upon completion and acceptance of the decoration works; up to 97% of the contract price shall be fully paid after the completion settlement report has been audited.

3% of the contract price (deductible by cost incurred in repairing defective decoration works) shall be held by Drawin Intelligent Construction Technology, Henan Branch as the quality guarantee deposit and shall be fully paid upon the expiry of the defects liability period, being 2 years from the date of acceptance of the decoration works.

Drawin Intelligent Construction Technology, Henan Branch shall deduct water, electricity and any other deductible charges incurred by Drawin Intelligent Decoration at the project site from monthly payment due and payable by it.

## **HUAIAN LANDSCAPING WORKS AGREEMENT**

Date: 17 June 2021 (after trading hours)

Parties: (1) Drawin Intelligent Landscaping; and (2) Drawin Intelligent Construction Technology, Jiangsu Branch

Scope of work: Drawin Intelligent Landscaping shall carry out landscaping hardworks (including the construction of pavement and landscape architecture, the placing of ornaments and the installation of electricity and water systems) and landscaping softworks (including the preparation and cultivation of soil layers, and the supply and planting of trees, shrubs and other plant material and their maintenance for two months thereafter) in the premises located at Lianshuixian Airport Industrial Park, Huaiian City, Jiangsu Province, PRC and prepare relevant construction plan and schedule in accordance with the construction drawings and instructions of Drawin Intelligent Construction Technology, Jiangsu Branch.

Contract period: 30 days

Project delivery method: Labour and material

Contract price: RMB3,000,000 (inclusive of tax), subject to adjustment in accordance with any changes to PRC tax codes

Basis of consideration: The contract price has been determined by Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology, Jiangsu Branch after arm's length negotiations with reference to the cost of construction and labour and the prevailing market rates for comparable works undertaken in the region where the project is located.

Payment terms: The contract price shall be payable in monthly instalments based on the progress of the landscaping works.

In respect of landscaping hardworks, 80% of the contract price shall be fully paid upon completion and acceptance; up to 97% of the contract price shall be fully paid after the completion settlement report has been audited. The remaining 3% of the contract price (deductible by cost incurred in repairing defective landscaping hardworks) shall be held by Drawin Intelligent Construction Technology, Jiangsu Branch as the quality guarantee deposit and shall be fully paid upon the expiry of the defects liability period, being 2 years from the date of acceptance of the landscaping hardworks.

In respect of landscaping softworks, 80% of the contract price shall be fully paid upon completion and acceptance; and the full contract price shall be paid after the completion settlement report has been audited.

Drawin Intelligent Landscaping shall bear the cost of water and electricity incurred at the project site.

## NANTONG LANDSCAPING WORKS AGREEMENT

Date: 17 June 2021 (after trading hours)

Parties: (1) Drawin Intelligent Landscaping; and (2) Drawin Intelligent Construction Technology

Scope of work: Drawin Intelligent Landscaping shall carry out landscaping hardworks (including the construction of pavement and landscape architecture, the placing of ornaments and the installation of electricity and water systems) and landscaping softworks (including the preparation and cultivation of soil layers, and the supply and planting of trees, shrubs and other plant material and their maintenance for two months thereafter) in the premises located at Shizongzhen, Tongzhouqu, Nantong City, Jiangsu Province, PRC and prepare relevant construction plan and schedule in accordance with the construction drawings and instructions of Drawin Intelligent Construction Technology.

Contract period: 30 days

Project delivery method: Labour and material

Contract price: RMB2,000,000 (inclusive of tax), subject to adjustment in accordance with any changes to PRC tax codes

Basis of consideration: The contract price has been determined by Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology after arm's length negotiations with reference to the cost of construction and labour and the prevailing market rates for comparable works undertaken in the region where the project is located.

Payment terms: The contract price shall be payable in monthly instalments based on the progress of the landscaping works.



In respect of landscaping hardworks, 80% of the contract price shall be fully paid upon completion and acceptance; up to 97% of the contract price shall be fully paid after the completion settlement report has been audited. The remaining 3% of the contract price (deductible by cost incurred in repairing defective landscaping hardworks) shall be held by Drawin Intelligent Construction Technology as the quality guarantee deposit and shall be fully paid upon the expiry of the defects liability period, being 2 years from the date of acceptance of the landscaping hardworks.

In respect of landscaping softworks, 80% of the contract price shall be fully paid upon completion and acceptance; and the full contract price shall be paid after the completion settlement report has been audited.

Drawin Intelligent Landscaping shall bear the cost of water and electricity incurred at the project site.

## **ZHENGZHOU LANDSCAPING WORKS AGREEMENT**

Date: 17 June 2021 (after trading hours)

Parties: (1) Drawin Intelligent Landscaping; and (2) Drawin Intelligent Construction Technology, Henan Branch

Scope of work: Drawin Intelligent Landscaping shall carry out landscaping hardworks (including the construction of pavement and landscape architecture, the placing of ornaments and the installation of electricity and water systems) and landscaping softworks (including the preparation and cultivation of soil layers, and the supply and planting of trees, shrubs and other plant material and their maintenance for two months thereafter) in the premises located at Dayezhen Industrial Cluster Zone, Dengfeng City, Henan Province, PRC and prepare relevant construction plan and schedule in accordance with the construction drawings and instructions of Drawin Intelligent Construction Technology, Henan Branch.

Contract period: 30 days

Project delivery method: Labour and material

Contract price: RMB2,860,000 (inclusive of tax), subject to adjustment in accordance with any changes to PRC tax codes

Basis of consideration: The contract price has been determined by Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology, Henan Branch after arm's length negotiations with reference to the cost of construction and labour and the prevailing market rates for comparable works undertaken in the region where the project is located.

Payment terms: The contract price shall be payable in monthly instalments based on the progress of the landscaping works.

In respect of landscaping hardworks, 80% of the contract price shall be fully paid upon completion and acceptance; up to 97% of the contract price shall be fully paid after the completion settlement report has been audited. The remaining 3% of the contract price (deductible by cost incurred in repairing defective landscaping hardworks) shall be held by Drawin Intelligent Construction Technology, Henan Branch as the quality guarantee deposit and shall be fully paid upon the expiry of the defects liability period, being 2 years from the date of acceptance of the landscaping hardworks.

In respect of landscaping softworks, 80% of the contract price shall be fully paid upon completion and acceptance; and the full contract price shall be paid after the completion settlement report has been audited.

Drawin Intelligent Landscaping shall bear the cost of water and electricity incurred at the project site.

## **INFORMATION OF THE PARTIES**

### **The Company**

The Company was incorporated as an exempted company with limited liability in Bermuda, the Shares of which are listed on the Stock Exchange. It is an investment holding company with subsidiaries principally engaged in prefabricated construction business and property investment in the PRC.

### **Drawin Intelligent Decoration**

Drawin Intelligent Decoration is a company established under the laws of the PRC with limited liability. It is a directly wholly-owned subsidiary of the Company and is mainly engaged in decoration works and related services.

### **Drawin Intelligent Landscaping**

Drawin Intelligent Landscaping is a company established under the laws of the PRC with limited liability. It is a directly wholly-owned subsidiary of the Company and is mainly engaged in landscaping works and related services.

### **Drawin Intelligent Construction Technology**

Drawin Intelligent Construction Technology is a company established under the laws of the PRC with limited liability and is a direct wholly-owned subsidiary of Drawin Manufacture. The principal business of Drawin Intelligent Construction Technology includes real property construction and decoration, installation of mechanical and electrical equipment, construction of base foundation and infrastructure.

### **Drawin Manufacture**

Drawin Manufacture is a company established under the laws of the PRC with limited liability. As at the date of this announcement, Drawin Manufacture indirectly held approximately 63.53% of the total issued Shares, thus an indirect controlling shareholder of the Company. Drawin Manufacture is also indirectly wholly-owned by Mr. Wu Po Sum, who is the father of Ms. Wu Wallis (alias Li Hua) (a non-executive Director). Drawin Manufacture is an investment holding company. Apart from holding equity interests in the Company, Drawin Manufacture, through its PRC subsidiaries, is principally engaged in general consultation and design of prefabricated construction business in the PRC.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE DECORATION WORKS AGREEMENTS AND THE LANDSCAPING WORKS AGREEMENTS**

The Group possesses the capabilities to provide fast and efficient decoration and landscaping works at each of the project locations of the Decoration Works Agreements and the Landscaping Works Agreements and holds a proven track record for participating in several large-scale decoration and landscaping projects. It can fully leverage its technical expertise and experience in carrying out the aforesaid decoration and landscaping works. The Group is of the view that it may capitalize on the Decoration Works Agreements and the Landscaping Works Agreements to generate additional income and enhance brand awareness.

The Directors (including the independent non-executive Directors) are of the view that the Decoration Works Agreements and the Landscaping Works Agreements are on normal commercial terms and entered into in the ordinary and usual course of business of the Group on arm's length basis, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

Drawin Intelligent Construction Technology is a wholly-owned subsidiary of Drawin Manufacture. As at the date of this announcement, Drawin Manufacture indirectly held approximately 63.53% of the total issued Shares; hence, a controlling shareholder of the Company. Drawin Manufacture is also indirectly wholly-owned by Mr. Wu Po Sum, who is the father of Ms. Wu Wallis (alias Li Hua) (a non-executive Director). Therefore, Drawin Manufacture and Drawin Intelligent Construction Technology and its branch companies are connected persons of the Company under the Listing Rules.

The Decoration Works Agreements and the Landscaping Works Agreements require aggregation under Rule 14A.81 of the Listing Rules as they are all entered into with Drawin Intelligent Construction Technology in respect of the same three premises and are of similar nature. Since all of the applicable percentage ratios in respect of the Decoration Works Agreements and the Landscaping Works Agreements in aggregate are more than 0.1% but less than 5%, the provision of decoration and landscaping works thereunder constitutes connected transactions which are subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

To the best of the Directors' knowledge and belief after having made all reasonable enquiries, other than Ms. Wu Wallis (alias Li Hua) (a non-executive Director) who is the daughter of Mr. Wu Po Sum (who indirectly holds the entire equity interests in Drawin Manufacture), none of the Directors have a material interest in the Decoration Works Agreements and the Landscaping Works Agreements. Other than Ms. Wu Wallis (alias Li Hua), who had abstained from voting on the relevant Board resolutions approving the Decoration Works Agreements and the Landscaping Works Agreements for good corporate governance purpose, none of the other Directors were required to abstain from voting on the relevant Board resolutions.

## DEFINITIONS

“Board”	the board 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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Decoration Works Agreements”	Huaian Decoration Works Agreement, Nantong Decoration Works Agreement and Zhengzhou Decoration Works Agreement
“Drawin Intelligent Construction Technology”	Drawin Intelligent Construction Technology Group Co., Ltd.* (築友智造建設科技集團有限公司) (formerly known as China Minsheng Drawin Construction Technology Group Co., Ltd. (中民築友建設科技集團有限公司)), a company established under the laws of the PRC with limited liability and a directly wholly-owned subsidiary of Drawin Manufacture
“Drawin Intelligent Construction Technology, Henan Branch”	a branch company of Drawin Intelligent Construction Technology in Henan Province, PRC (築友智造建設科技集團有限公司河南分公司)
“Drawin Intelligent Construction Technology, Jiangsu Branch”	a branch company of Drawin Intelligent Construction Technology in Jiangsu Province, PRC (築友智造建設科技集團有限公司江蘇分公司)

“Drawin Intelligent Decoration”	Drawin Intelligent Decoration Construction Co., Ltd.* (築友智造裝飾工程有限公司), a company established under the laws of the PRC with limited liability and a directly wholly-owned subsidiary of the Company
“Drawin Intelligent Landscaping”	Drawin Intelligent Landscaping Construction Co., Ltd.* (築友智造園林工程有限公司), a company established under the laws of the PRC with limited liability and a directly wholly-owned subsidiary of the Company
“Drawin Manufacture”	Drawin Intelligent Manufacture Technology Industry Group Limited* (築友智造科技產業集團有限公司) (formerly known as China Minsheng Drawin Technology Industry Limited* (中民築友科技產業有限公司)), a company established under the laws of the PRC with limited liability and an indirect controlling shareholder of the Company
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Huaian Decoration Works Agreement”	the decoration works agreement dated 17 June 2021 entered into between Drawin Intelligent Decoration and Drawin Intelligent Construction Technology, Jiangsu Branch, pursuant to which Drawin Intelligent Decoration agreed to carry out decoration works in the premises located at Lianshuixian Airport Industrial Park, Huaian City, Jiangsu Province, PRC
“Huaian Landscaping Works Agreement”	the landscaping works agreement dated 17 June 2021 entered into between Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology, Jiangsu Branch, pursuant to which Drawin Intelligent Landscaping agreed to carry out landscaping works in the premises located at Lianshuixian Airport Industrial Park, Huaian City, Jiangsu Province, PRC

“Landscaping Works Agreements”	Huaian Landscaping Works Agreement, Nantong Landscaping Works Agreement and Zhengzhou Landscaping Works Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nantong Decoration Works Agreement”	the decoration works agreement dated 17 June 2021 entered into between Drawin Intelligent Decoration and Drawin Intelligent Construction Technology, pursuant to which Drawin Intelligent Decoration agreed to carry out decoration works in the premises located at Shizongzhen, Tongzhouqu, Nantong City, Jiangsu Province, PRC
“Nantong Landscaping Works Agreement”	the landscaping works agreement dated 17 June 2021 entered into between Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology, pursuant to which Drawin Intelligent Landscaping agreed to carry out landscaping works in the premises located at Shizongzhen, Tongzhouqu, Nantong City, Jiangsu Province, PRC
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of par value HK\$0.40 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

“Zhengzhou Decoration Works Agreement”	the decoration works agreement dated 17 June 2021 entered into between Drawin Intelligent Decoration and Drawin Intelligent Construction Technology, Henan Branch, pursuant to which Drawin Intelligent Decoration agreed to carry out decoration works in the premises located at Dayezhen Industrial Cluster Zone, Dengfeng City, Henan Province, PRC
“Zhengzhou Landscaping Works Agreement”	the landscaping works agreement dated 17 June 2021 entered into between Drawin Intelligent Landscaping and Drawin Intelligent Construction Technology, Henan Branch, pursuant to which Drawin Intelligent Landscaping agreed to carry out landscaping works in the premises located at Dayezhen Industrial Cluster Zone, Dengfeng City, Henan Province, PRC
“%”	per cent

*For the purpose of illustration only, amounts denominated in RMB in this announcement have been translated into HK\$ at the rate of HK\$1 = RMB0.82821. Such translations should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate at all.*

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

Hong Kong, 17 June 2021

*As at the date of this announcement, 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.*

\* *For identification purpose only*