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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)

CHANGE OF DIRECTOR AND COMPOSITION OF BOARD COMMITTEE

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of DIT Group Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF DIRECTOR

The Company announces that Mr. LIU Weixing (“**Mr. Liu**”), the Chairman of the Board and an executive Director of the Company, has tendered his resignation to resign from the positions of the Chairman of the Board, executive Director of the Company, member of the remuneration committee of the Board (the “**Remuneration Committee**”) and chairman of the nomination committee of the Board (the “**Nomination Committee**”) with effect from 26 January 2024, due to his age and in order to devote more time for his personal and other business engagements.

Mr. Liu has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF CHAIRMAN AND BOARD COMMITTEE MEMBER

Following the resignation of Mr. Liu, the Board announces that Mr. GUO Weiqiang (“**Mr. Guo**”), an executive Director and the Chief Executive Officer of the Company will be appointed as the Chairman, member of the Remuneration Committee and chairman of the Nomination Committee with effect from 26 January 2024.

Mr. Guo, aged 46, was appointed as an executive Director on 17 September 2019. Mr. Guo is currently the Chief Executive Officer (“**CEO**”) of the Company.

Mr. Guo joined CCRE Group (Central China Real Estate Limited (stock Code: 832) (“**CCRE**”, together with its subsidiaries, the “**CCRE Group**”)) in 2001 and has held various positions in the CCRE Group since then. Mr. Guo, who has served for the CCRE Group over 20 years, worked as the manager of the treasury department, the assistant general manager of the finance center and the deputy director of the office of the board of directors of the CCRE Group. Mr. Guo also served as the executive deputy general manager of the CCRE Group’s office in Nanyang City, the executive general manager of the CCRE Group’s office in Xinxiang City, the general manager of the CCRE Group’s regional head office in Xinxiang and the assistant president and vice president of CCRE.

Mr. Guo obtained a Bachelor’s Degree in Real Estate Operation and Management from Henan University of Economics and Law in 2001. He obtained a Master’s Degree in Engineering from Wuhan University in 2009 and a Postgraduate Diploma in Professional Accounting from The University of Hong Kong in 2011.

Mr. Guo obtained the qualification of Senior Accountant in Henan in 2009 and was qualified as a Senior International Finance Manager by the International Financial Management Association 2011. Mr. Guo has been a certified public accountant since 2012.

In 2021, Mr. Guo was appointed as the vice president of the Construction Industrialisation Association Branch of the China Real Estate Chamber of Commerce, and was selected as one of the urgently needed talents for Changsha after a review and finalisation by the Talent Working Leadership Group of the Chinese Communist Party Committee of Changsha in 2022.

The Company has entered into a service agreement with Mr. Guo in relation to his appointment as an executive Director for a term of three years commencing from 3 May 2022. Mr. Guo will be subject to retirement and re-election pursuant to the bye-laws of the Company. In accordance with the terms of the service agreement, Mr. Guo is entitled to an annual director’s fee of RMB1,300,000. Mr. Guo’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 date of this announcement, Mr. Guo is interested in 2,930,000 shares of the Company and 21,000,000 underlying shares in respect of the share options granted by the Company.

Save as disclosed above, as at the date of this announcement, Mr. Guo (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years. Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to the appointment of Mr. Guo as Chairman of the Board that need to be brought to the attention of the shareholders.

The Board hereby expresses its warmest welcome for Mr. Guo’s appointment as Chairman of the Board.

As Mr. Guo now serves as both the Chairman and the CEO, such practice deviates from code provision C.2.1 of the Corporate Governance Code as set forth in Appendix 14 of the Listing Rules (the “CG Code”). The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the Board which is comprised of two executive Directors, three non-executive Directors and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its shareholders.

By order of the Board

DIT Group Limited

Mr. Guo Weiqiang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 January 2024

As at the date of this announcement, the Board comprises Mr. Guo Weiqiang (Chairman) and Ms. Wang Jing as executive directors; Ms. Wu Wallis (alias Li Hua), Mr. Wang Jun and Mr. Guo Jianfeng as non-executive directors; Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive directors.