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JOY BRIGHT INVESTMENTS LIMITED CHINA MINSHENG DIT GROUP LIMITED

恩輝投資有限公司
*(Incorporated in the British
Virgin Islands with limited liability)*

中民築友智造科技集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 726)

JOINT ANNOUNCEMENT

**(I) AGREEMENT IN RELATION TO
THE SALE AND PURCHASE OF SHARES IN
TIANJIN CHINA MINSHENG DRAWIN TECHNOLOGY LIMITED***

**(II) MANDATORY UNCONDITIONAL CASH OFFER BY
OPUS CAPITAL LIMITED ON BEHALF OF
JOY BRIGHT INVESTMENTS LIMITED**

**TO ACQUIRE ALL THE ISSUED SHARES OF CHINA MINSHENG DIT
GROUP LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY JOY BRIGHT INVESTMENTS LIMITED
AND THE INVESTOR CONCERT GROUP)**

**(III) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER
AND**

**(IV) RESUMPTION OF TRADING IN THE SHARES OF
CHINA MINSHENG DIT GROUP LIMITED**

Financial adviser to Joy Bright Investments Limited



Independent Financial Adviser to the Independent Board Committee



* *For identification purpose only*

THE EQUITY TRANSFER AGREEMENT AND COMPLETION OF THE ACQUISITION AND THE INTERNAL RESTRUCTURING

The Company was notified by the Offeror and the Investor that, the Investor, through its indirectly wholly-owned subsidiary Hongdao Consultancy, has acquired the Target Equity Interests at the Consideration of RMB1.65 billion pursuant to the Equity Transfer Agreement entered into by and between Hongdao Consultancy and the Vendor dated 5 July 2019. Completion of the Acquisition took place on 10 July 2019. It is contemplated that before the date of despatch of the Composite Document, the Investor will complete the Internal Restructuring, pursuant to which the Offeror, which is an offshore entity directly wholly-owned by the Investor, will acquire all the issued shares in Jiayao at a nominal consideration.

Prior to Completion, TCMDT indirectly owned all the issued shares in Jiayao, which in turn indirectly owned approximately 63.5% of the issued Shares. Immediately after Completion, Hongdao Consultancy, which is indirectly wholly-owned by the Investor, through its intermediate wholly-owned subsidiaries (including TCMDT and Jiayao) indirectly owned approximately 63.5% of the issued Shares. After completion of the Internal Restructuring, Jiayao will be wholly-owned by the Offeror and the Offeror will become a controlling shareholder of the Company, indirectly holding approximately 63.5% of the issued Shares.

MANDATORY UNCONDITIONAL CASH OFFER

As the Investor Concert Group did not own any issued Shares prior to Completion, and Completion has the effect of increasing the Investor Concert Group's collective holding of voting rights in the Company from nil to over 50%, pursuant to Rule 26.1 of the Takeovers Code, the Offeror (as the nominee of the Investor) will, through Opus Capital, make a mandatory unconditional general offer for all the Offer Shares.

Prior to Completion, in addition to the approximately 63.5% equity interests in the Company, TCMDT also owned certain companies and assets in the PRC, which are principally engaged in project contracting, construction and design in the prefabricated construction business as well as the provision of certain construction new materials applied on building exterior in the PRC. Pursuant to Note 8 to Rule 26.1 and Practice Note 19 to the Takeovers Code, a chain principle offer was triggered and based on the Pacpo Formula, the effective acquisition price of each Share in the Company under the Acquisition is HK\$0.1465.

Terms of the Offer

Opus Capital will make the Offer on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each Offer Share HK\$0.1465 in cash

The Offer Price of HK\$0.1465 per Offer Share under the Offer is calculated based on the total net asset value of TCMDT and the Company by applying the Pacpo Formula and taking into consideration objectively the Consideration paid by Hongdao Consultancy under the Equity Transfer Agreement and the indirect shareholding interests of approximately 63.5% in the Company acquired by the Investor Concert Group in the Transaction. The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

Irrevocable Undertaking

As at the date of this joint announcement, Mr. Zhu holds 1,000,000,000 Shares (representing approximately 8.92% of the issued Shares as at the date of this joint announcement). Mr. Zhu has given the Irrevocable Undertaking in favour of the Offeror, pursuant to which he has undertaken that he (i) shall not accept the Offer in respect of these 1,000,000,000 Shares (i.e. the Excluded Shares); and (ii) shall not sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over these Shares and/or otherwise make these Shares available for acceptance for the Offer.

Total value of the Offer

As at the date of this joint announcement, there are 11,209,602,920 Shares in issue and there are no outstanding options, warrants, derivatives or convertible/exchangeable securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

On the basis of the Offer Price of HK\$0.1465 per Offer Share, all the issued Shares would be valued at approximately HK\$1,642.2 million.

Excluding 7,118,440,000 Shares already owned or agreed to be acquired by the Investor Concert Group and assuming there is no change in the share capital of the Company, the Offer will be extended to 4,091,162,920 Offer Shares (before excluding those Excluded Shares of 1,000,000,000 which will be subject to the Irrevocable Undertaking) and the value of the Offer will be approximately HK\$599,355,368.

Confirmation of financial resources available to the Offeror

Based on the Offer Price of HK\$0.1465 per Offer Share and 3,091,162,920 Offer Shares (being 4,091,162,920 Offer Shares subject to the Offer minus those Excluded Shares of 1,000,000,000 which will be subject to the Irrevocable Undertaking), the total maximum consideration of the Offer will be approximately HK\$452,855,368 (assuming the Offer is accepted in full and there is no change in the share capital of the Company).

The Offeror intends to finance and satisfy the total maximum consideration payable under the Offer by its existing internal cash resources and a loan facility provided by CCBIS.

Opus Capital, the financial adviser to the Offeror, is satisfied that sufficient financial resources are, and will be, available to the Offeror to satisfy the total maximum consideration payable upon full acceptance of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee, comprising the non-executive Director, namely Mr. Peng Xiongwen, and all three (3) independent non-executive Directors, namely Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan, has been formed to make a recommendation to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer.

Red Sun has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offer and as to its acceptance. The appointment of Red Sun has been approved by the Independent Board Committee.

DESPATCH OF COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve. It is expected that the Composite Document will be despatched to the Shareholders in accordance with the requirements of the Takeovers Code.

The Composite Document will contain, among other things, details of the Offer, procedures for acceptance of the Offer, recommendation from the Independent Board Committee to the Independent Shareholders in connection with the Offer, the advice from the Independent Financial Adviser to the Independent Board Committee in connection with the Offer, and the Form of Acceptance and Transfer. Independent Shareholders are advised to review carefully the Composite Document.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 5 July 2019 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 22 July 2019.

WARNING

This joint announcement is made in compliance with the Takeovers Code for the purpose of, among others, informing the Shareholders and potential investors of the Company of the Offer. The Directors make no recommendation as to the fairness and reasonableness of the Offer or as to the acceptance of the Offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders and potential investors of the Company should also note that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the Offer and/or when dealing in the securities of the Company.

THE EQUITY TRANSFER AGREEMENT AND COMPLETION OF THE ACQUISITION AND THE INTERNAL RESTRUCTURING

The Company was notified by the Offeror and the Investor that, the Investor, through its indirectly wholly-owned subsidiary Hongdao Consultancy, has acquired the Target Equity Interests at the Consideration of RMB1.65 billion pursuant to the Equity Transfer Agreement entered into by and between Hongdao Consultancy and the Vendor dated 5 July 2019. Completion of the Acquisition took place on 10 July 2019. It is contemplated that before the date of despatch of the Composite Document, the Investor will complete the Internal Restructuring, pursuant to which the Offeror, which is an offshore entity directly wholly-owned by the Investor, will acquire all the issued shares in Jiayao at a nominal consideration.

Prior to Completion, TCMDT indirectly owned all the issued shares in Jiayao, which in turn indirectly owned approximately 63.5% of the issued Shares. Immediately after Completion, Hongdao Consultancy, which is indirectly wholly-owned by the Investor, through intermediate wholly-owned subsidiaries (including TCMDT and Jiayao) indirectly owned approximately 63.5% of the issued Shares. After completion of the Internal Restructuring, Jiayao will be wholly-owned by the Offeror and the Offeror will become a controlling shareholder of the Company, indirectly holding approximately 63.5% of the issued Shares.

Date

5 July 2019

Parties

- (i) China Minsheng, as the Vendor; and
- (ii) Hongdao Consultancy, as the Purchaser.

Subject matter

Pursuant to the Equity Transfer Agreement, at Completion, the Vendor has transferred, and the Purchaser has accepted the transfer of, the Target Equity Interests, representing the entire equity interests in TCMDT, at the Consideration of RMB1.65 billion.

The Target Equity Interests were sold together with all rights and entitlements which the Vendor had in the Target Equity Interests as at the Completion Date.

Consideration

The Consideration was RMB1.65 billion, of which:

- (i) RMB1,000 million was settled by the Purchaser by setting off the loan advanced by the Purchaser to the Vendor pursuant to the Loan Agreement within three business days (as defined in the Equity Transfer Agreement) from the entering into of the Equity Transfer Agreement;
- (ii) RMB325 million shall be settled in cash by the Purchaser on the later of (a) the Completion Date; and (b) the expiration of one month from the entering into of the Equity Transfer Agreement; and
- (iii) RMB325 million shall be settled in cash by the Purchaser within three business days (as defined in the Equity Transfer Agreement) from the earlier of (a) the date of the announcement to be issued by the Offeror or jointly by the Company and the Offeror in relation to the close of the Offer; and (b) 31 December 2019.

The Consideration was arrived at based on arm's length negotiations between the Purchaser and the Vendor having regard to, among others, (i) the adjusted net asset value of TCMDT attributable to the shareholders as at 31 May 2019 with the Purchaser making certain downward adjustments to such net asset value after internal assessments that certain balances need to be appropriately reduced for reasons such as, among others, additional provisions required and the need to reclassify the balances, without taking into account the contingent liabilities which may be incurred by TCMDT as set out in sub-paragraph (ii) under the paragraph headed "Vendor's undertakings" below; (ii) the loan advanced by the Purchaser to the Vendor under the Loan Agreement (including any interest accrued thereon); and (iii) the future prospects and the expected synergistic effects between the Investor Concert Group and TCMDT.

Loan Agreement

Pursuant to the Loan Agreement, the Purchaser had agreed to advance a loan with an aggregate amount of RMB1.0 billion to the Vendor for a term of one year from the date of drawdown and the interest rate was to be agreed between the Purchaser and the Vendor, which shall not be higher than the relevant benchmark interest rate (貸款基準利率) as announced by the People's Bank of China (中國人民銀行). On 25 June 2019, the Vendor had drawn down an amount of RMB500 million and on 9 July 2019, the Vendor had drawn down the remaining amount of RMB500 million.

Pursuant to the Equity Transfer Agreement, the first drawdown amount of RMB500 million was used to set off part of the first tranche of the Consideration on the date of the Equity Transfer Agreement and the second drawdown amount of RMB500 million was used to set off the remaining part of the first tranche of the Consideration on the date of second drawdown; and upon the settlement of the entire first tranche of the Consideration in the amount of RMB1,000 million by setting off the loan of the same amount, the Loan Agreement was terminated and the obligations of the Vendor to pay any interest under the Loan Agreement were waived by the Purchaser. As at the date of the Equity Transfer Agreement, no interest rate had been agreed between the Vendor and the Purchaser and no interest had been accrued pursuant to the Loan Agreement. For illustrative purpose only, assuming that the interest rate was set at the benchmark interest rate as announced by the People's Bank of China, the interest accrued under the Loan Agreement would have been approximately HK\$675,505. Taking into account such amount of interest which may have been accrued under the Loan Agreement and by applying the Pacpo Formula, the chain principle offer price under the Offer would remain at HK\$0.1465 after rounded up to 4 decimal places.

Vendor's undertakings

Under the Equity Transfer Agreement, the Vendor has undertaken to, among others:

- (i) procure the full settlement of (a) the net outstanding remaining payable owing by the Vendor to TCMDT (and its subsidiaries); and (b) the net guarantee charges incurred as a result of certain guarantees provided by TCMDT (and its subsidiaries) in respect of a bank loan to the Vendor. The amount of the net outstanding remaining payable owing by the Vendor to TCMDT (and its subsidiaries) shall be determined with reference to the situation as at the date of full settlement of the third tranche of the Consideration and the amount of the net guarantee charges shall be determined with reference to the situation as at the date of release of the guarantees, which will happen within 5 business days (as defined in the Equity Transfer Agreement) after the date of full settlement of the second tranche of the Consideration.

As set out in the Equity Transfer Agreement, as at 31 May 2019, the aggregate net outstanding amount of payable and guarantee charges owing by the Vendor to TCMDT and its subsidiaries was in the amount of approximately RMB150.1 million.

As at the date of this joint announcement, the Vendor has settled the net remaining payables and the net guarantee charges in the aggregate amount of RMB290 million. According to the Equity Transfer Agreement, if the exact amount of the net remaining payables by the Vendor and the net guarantee charges incurred by the Vendor as determined above is lower than RMB290 million, the excess should be returned to the Vendor; and

- (ii) fully indemnify Hongdao Consultancy for the direct loss which may be incurred by TCMDT (if such direct loss is in excess of RMB5 million) due to failure to fulfill certain conditions under the contracts entered into by China Minsheng Drawin Co., Ltd* (中民築友有限公司) and/or Hengyang China Minsheng DIT Limited* (衡陽中民築友智造科技有公司) (each a subsidiary of TCMDT). As at the date of this joint announcement, no such direct loss has been incurred by TCMDT and/or the aforesaid subsidiaries of TCMDT. It is preliminarily estimated that the maximum amount of direct loss (if any) will be approximately RMB194 million, and it is currently expected all such direct loss (if any) will be assessed by or around the end of 2021 and the Vendor shall pay Hongdao Consultancy for all direct loss incurred once it is in excess of RMB5 million.

Completion

Completion took place on the Completion Date, being 10 July 2019.

MANDATORY UNCONDITIONAL CASH OFFER

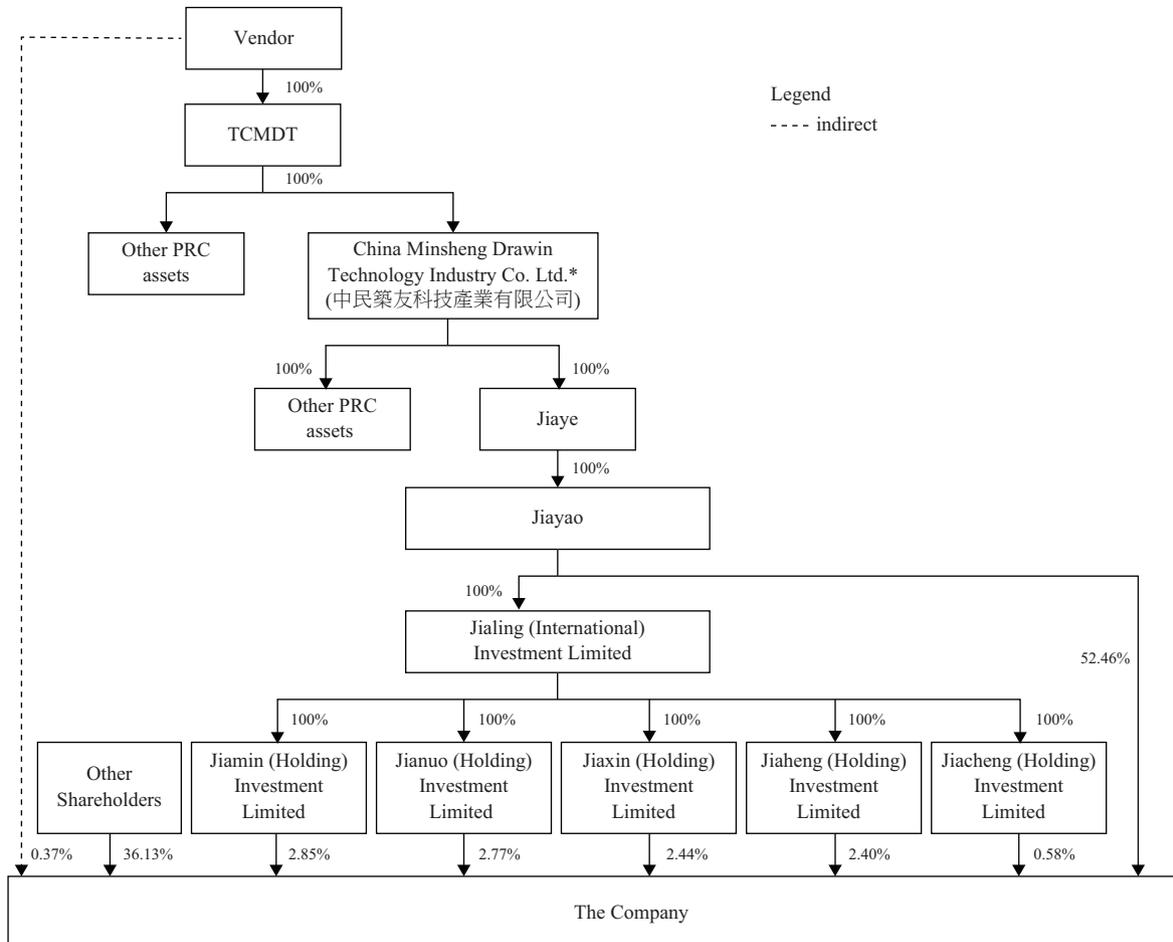
As the Investor Concert Group did not own any issued Shares prior to Completion, and Completion has the effect of increasing the Investor Concert Group's collective holding of voting rights in the Company from nil to over 50%, pursuant to Rule 26.1 of the Takeovers Code, the Offeror (as the nominee of the Investor) will, through Opus Capital, make a mandatory unconditional general offer for all the Offer Shares.

Prior to Completion, in addition to the approximately 63.5% equity interests in the Company, TCMDT also owned certain companies and assets in the PRC, which are principally engaged in project contracting, construction and design in the prefabricated construction business as well as the provision of certain construction new materials applied on building exterior in the PRC.

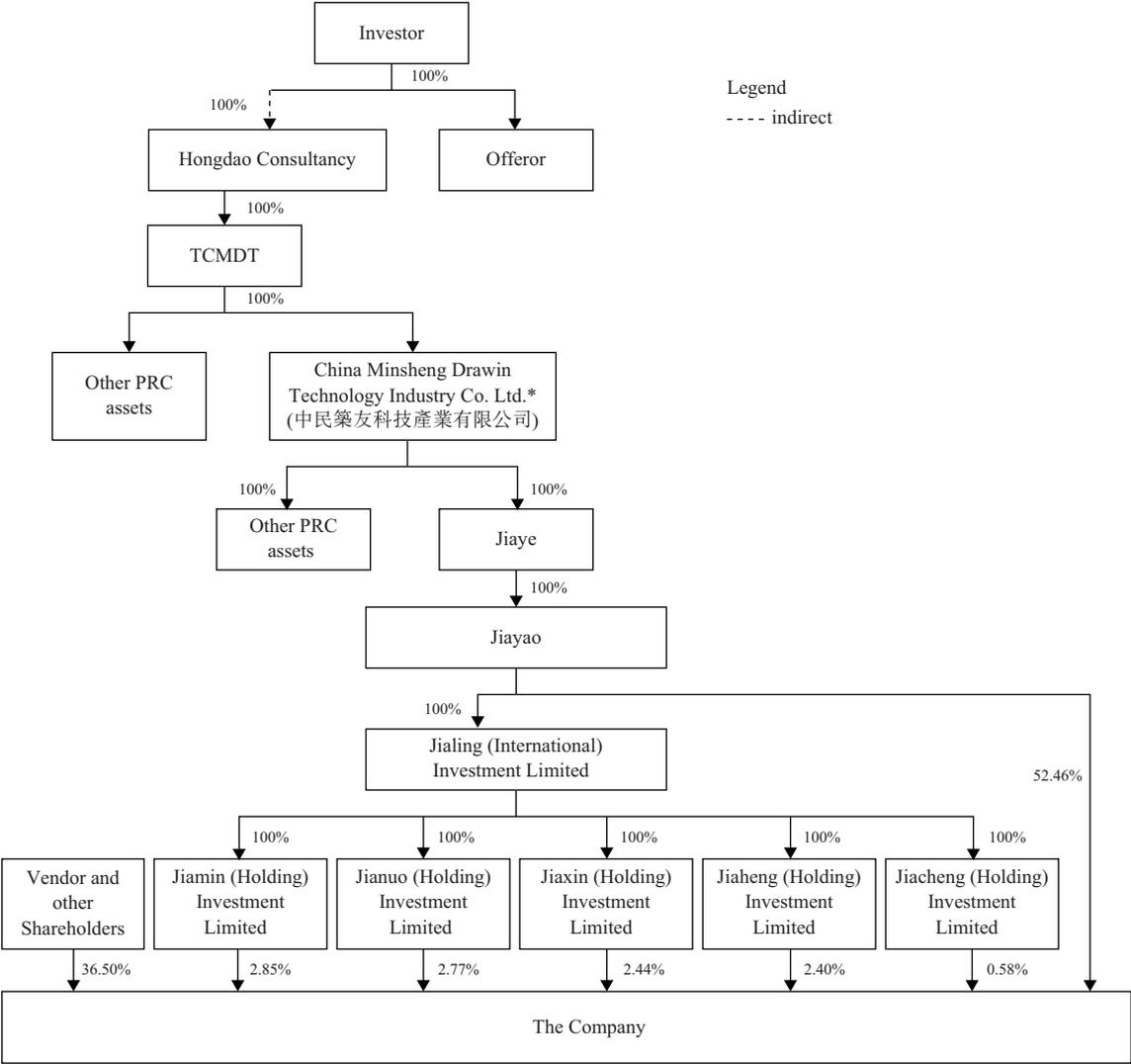
Pursuant to Note 8 to Rule 26.1 and Practice Note 19 to the Takeovers Code, a chain principle offer was triggered and based on the Pacpo Formula, the effective acquisition price of each Share in the Company under the Acquisition is HK\$0.1465.

The simplified shareholding structures of the Company (i) immediately before Completion; (ii) immediately after Completion but before Closing; and (iii) immediately after Closing were as follows:

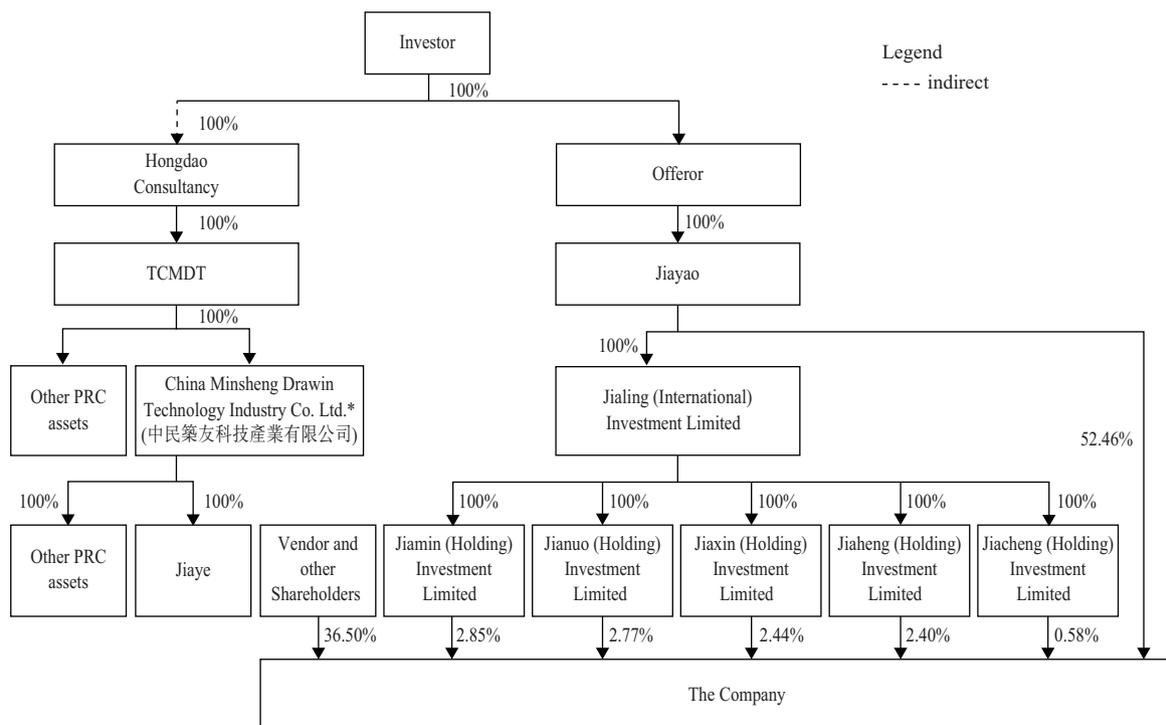
Simplified shareholding structure of the Company immediately before Completion



Simplified shareholding structure of the Company immediately after Completion but before Closing



Simplified shareholding structure of the Company immediately after Closing



Following Completion, a mandatory unconditional general offer obligation will be triggered under the chain principle pursuant to Note 8 to Rule 26.1 of the Takeovers Code and Practice Note 19 to the Takeovers Code. The Offeror (as the nominee of the Investor) will, through Opus Capital, make a mandatory unconditional general offer for all the Offer Shares pursuant to Note 8 to Rule 26.1 of the Takeovers Code. As a result of Completion and as at the date of this joint announcement, the Investor holds more than 50% of the voting rights of the Company. As such, the Offer is unconditional in all respects in accordance with the Takeovers Code.

Terms of the Offer

Opus Capital will make the Offer on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each Offer Share HK\$0.1465 in cash

The Offer Price of HK\$0.1465 per Offer Share under the Offer is calculated based on the total net asset value of TCMMDT and the Company by applying the Pacpo Formula and taking into consideration objectively the Consideration paid by Hongdao Consultancy under the Equity Transfer Agreement and the indirect shareholding interests of approximately 63.5% in the Company acquired by the Investor Concert Group in the Transaction. The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Offer Price

The Offer Price of HK\$0.1465 per Offer Share represents:

- (i) a premium of approximately 46.5% over the closing price of HK\$0.100 per Share as quoted on the Stock Exchange on 4 July 2019, being the Last Trading Day;
- (ii) a premium of approximately 54.2% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.095 per Share;
- (iii) a premium of approximately 52.6% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.096 per Share;
- (iv) a premium of approximately 49.5% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the thirty (30) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.098 per Share;
- (v) a premium of approximately 36.9% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the sixty (60) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.107 per Share; and
- (vi) a discount of approximately 7.3% to the audited consolidated net asset value per Share attributable to the Shareholders of approximately HK\$0.158 per Share as at 31 December 2018, calculated based on the Group's audited consolidated net assets attributable to the Shareholders of approximately HK\$1,770.9 million as at 31 December 2018 and 11,209,602,920 Shares in issue as at the date of this joint announcement.

Highest and lowest Share prices

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the date of this joint announcement were HK\$0.154 per Share on 11 March 2019 and HK\$0.082 per Share on 12 February 2019, respectively.

Irrevocable Undertaking

As at the date of this joint announcement, Mr. Zhu holds 1,000,000,000 Shares (representing approximately 8.92% of the issued Shares as at the date of this joint announcement). Mr. Zhu has given the Irrevocable Undertaking in favour of the Offeror, pursuant to which he has undertaken that he (i) shall not accept the Offer in respect of these 1,000,000,000 Shares; and (ii) shall not sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over these Shares and/or otherwise make these Shares available for acceptance for the Offer. The Irrevocable Undertaking could only be terminated upon closing, withdrawal or lapse of the Offer.

Total value of the Offer

As at the date of this joint announcement, there are 11,209,602,920 Shares in issue and there are no outstanding options, warrants, derivatives or convertible/exchangeable securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

On the basis of the Offer Price of HK\$0.1465 per Offer Share, all the issued Shares would be valued at approximately HK\$1,642.2 million.

Excluding 7,118,440,000 Shares already owned or agreed to be acquired by the Investor Concert Group and assuming there is no change in the share capital of the Company, the Offer will be extended to 4,091,162,920 Offer Shares (before excluding those Excluded Shares of 1,000,000,000 which will be subject to the Irrevocable Undertaking) and the value of the Offer will be approximately HK\$599,355,368.

Confirmation of financial resources available to the Offeror

Based on the Offer Price of HK\$0.1465 per Offer Share and 3,091,162,920 Offer Shares (being 4,091,162,920 Offer Shares subject to the Offer minus those Excluded Shares of 1,000,000,000 which will be subject to the Irrevocable Undertaking), the total maximum consideration of the Offer will be approximately HK\$452,855,368 (assuming the Offer is accepted in full and there is no change in the share capital of the Company).

The Offeror intends to finance and satisfy the total maximum consideration payable (including the stamp duty payable) under the Offer primarily from its existing internal cash resources. In addition, a loan facility contemplated under the CCBIS Finance Documents has been provided by CCBIS which may be used by the Offeror for the purpose of acquisition of the Offer Shares under the Offer (including payment of any taxes thereof) and which is to be secured by, among others, the Offer Shares to be acquired by the Offeror in the Offer.

Opus Capital, the financial adviser to the Offeror, is satisfied that sufficient financial resources are, and will be, available to the Offeror to satisfy the total maximum consideration payable upon full acceptance of the Offer.

Effect of accepting the Offer

By validly accepting the Offer, the Independent Shareholders will sell their Shares to the Offeror free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Offer is unconditional in all respects. Acceptance of the Offer would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Independent Shareholders are reminded to read the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser appointed by the Independent Board Committee in respect of the Offer which will be included in the Composite Document.

Payment

Settlement of the consideration in cash in respect of acceptance of the Offer will be made as soon as possible but in any event within seven (7) Business Days of the date on which the duly completed acceptance of the Offer and the relevant documents of title are received by the Offeror or its agent acting on its behalf to render each such acceptance of the Offer complete and valid.

Taxation advice

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the members of the Investor Concert Group, the Company, Opus Capital, the Independent Financial Adviser and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts any responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The availability of the Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such jurisdictions).

If the receipt of the Composite Document by Overseas Shareholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the Composite Document, subject to the Executive's consent, will not be despatched to such Overseas Shareholders. In those circumstances, the Offeror will apply for any waiver from the Executive as may be required pursuant to Note 3 to Rule 8 of the Takeovers Code.

Hong Kong stamp duty

The seller's Hong Kong ad valorem stamp duty on acceptance of the Offer at a rate of 0.1% of the consideration payable in respect of the acceptance by the Independent Shareholders or if higher, the market value of the Offer Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to those relevant Independent Shareholders who accept the Offer.

The Offeror will bear the buyer's Hong Kong ad valorem stamp duty as purchaser of the Offer Shares and will arrange for payment of both buyer and seller's ad valorem stamp duty in connection with such sales and purchases under the Offer in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

INFORMATION ON THE OFFEROR

The Offeror is a limited liability company incorporated in the BVI and is an investment holding company. The Offeror is directly wholly-owned by the Investor.

The Investor is the sole shareholder and a director of the Offeror and the ultimate controlling shareholder of Hongdao Consultancy. The Investor is also an executive director, the chairman of the board of directors and the ultimate controlling shareholder of 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.

OFFEROR'S INTERESTS IN SECURITIES OF THE COMPANY AND ADDITIONAL DISCLOSURES REQUIRED UNDER THE TAKEOVERS CODE

As at the date of this joint announcement, the Offeror is directly wholly-owned by the Investor. Upon Closing, the Offeror is interested in the entire issued share capital of Jiayao, which directly and through its wholly-owned subsidiaries as shown in the third diagram under the section headed "MANDATORY UNCONDITIONAL CASH OFFER" above, is interested in an aggregate of 7,118,440,000 Shares. Save as disclosed above, the Offeror confirms that:

- (i) none of the Offeror, its ultimate beneficial owner and/or any member of the Investor Concert Group owns or has control or direction over any voting rights and rights over any Shares or any options, warrants or convertible securities in respect of any voting rights or rights over the Shares or has entered into any outstanding derivatives contracts in respect of securities in the Company;

- (ii) there were no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, its ultimate beneficial owner and/or any member of the Investor Concert Group has borrowed or lent;
- (iii) save for the Equity Transfer Agreement, none of the Offeror, its ultimate beneficial owner and/or members of the Investor Concert Group has dealt in any Shares or any options, warrants or convertible securities in respect of the Shares during the period commencing from the date falling six months before the date of this joint announcement;
- (iv) there were no agreements or arrangements to which the Offeror is a party which relate to circumstances in which it may or may not invoke or seek a pre-condition or a condition to the Offer;
- (v) save for the Irrevocable Undertaking, none of the Offeror, its ultimate beneficial owner and/or any member of the Investor Concert Group has received any irrevocable commitment to accept or reject the Offer;
- (vi) save for the Equity Transfer Agreement, the Irrevocable Undertaking and the CCBIS Finance Documents, there were no arrangements (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offer;
- (vii) save as set out in the paragraph headed “Consideration” under the section “The Equity Transfer Agreement and Completion of the Acquisition and the Internal Restructuring” above, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Offeror, its ultimate beneficial owner and/or any member of the Investor Concert Group to the Vendor or any party acting in concert with it in connection with the Equity Transfer Agreement;
- (viii) save for the Equity Transfer Agreement, there is no other understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, its ultimate beneficial owner and/or any member of the Investor Concert Group on the one hand, and the Vendor and any party acting in concert with it on the other hand; and
- (ix) save for the Equity Transfer Agreement and the Irrevocable Undertaking, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder of the Company; and (ii) any member of the Investor Concert Group.

Further, the Company confirms that, save for:

- (i) the transactions as disclosed in the announcement of the Company dated 3 April 2019, in relation to:
 - a) a framework agreement entered into between the Company and China Minsheng Drawin Construction Design Co., Ltd.* (中民築友建築設計有限公司) (a wholly-owned subsidiary of TCMDT) on 3 April 2019 in relation to the design services of technology parks in the PRC provided to the Company and the design services provided to the Company in respect of the design of prefabricated construction components and products;
 - b) a framework agreement entered into between the Company and China Minsheng Drawin Construction Technology Group Co., Ltd.* (中民築友建設科技集團有限公司) (a wholly-owned subsidiary of TCMDT) on 3 April 2019 in relation to the engineering, procurement and construction services provided to the Company, and the supply of prefabricated construction components by the Company; and
 - c) a property leasing agreement entered into between a subsidiary of the Company and China Minsheng Drawin Technology Industry Co., Ltd.* (中民築友科技產業集團有限公司) (a wholly-owned subsidiary of TCMDT) on 3 April 2019 in relation to the leasing of the properties; and
- (ii) the related party transactions described in note 36 to the consolidated financial statement set out in the annual report of the Company for the year ended 31 December 2018,

there is no other understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder of the Company; and (ii) the Company, its subsidiaries or associated companies.

In addition, as at the date of this joint announcement, the Vendor, which is deemed to be acting in concert with the Offeror under class (9) of the presumptions in the definition of acting in concert under the Takeovers Code by virtue of the deferred payment of the Consideration pursuant to the Equity Transfer Agreement, through Jiayou (International) Investment Limited, indirectly owns 40,960,000 Shares, representing approximately 0.37% of the total issued Shares. Save as disclosed above, based on the information provided by the Vendor, the Offeror confirms that:

- (i) none of the members of the Vendor Group owns or has control or direction over any voting rights and rights over any Shares or any options, warrants or convertible securities in respect of any voting rights or rights over the Shares or has entered into any outstanding derivatives contracts in respect of securities in the Company;
- (ii) there were no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which any member of the Vendor Group has borrowed or lent; and

(iii) save as disclosed below, none of the members of the Vendor Group has dealt in any Shares or any options, warrants or convertible securities in respect of the Shares during the period commencing from the date falling six months before the date of this joint announcement.

| Transfer Date | Members of the Vendor Group | Number of Shares bought (sold) | Transfer price per Share (HK\$) | | |
|------------------|---|--------------------------------|---------------------------------|--------|---------|
| | | | Average | Lowest | Highest |
| 13 March 2019 | Jiayou (International) Investment Limited | (21,360,000) | 0.1346 | 0.1300 | 0.1460 |
| 7 March 2019 | Jiaheng (Holding) Investment Limited | (31,000,000) | Not applicable See Note | | |
| 7 March 2019 | Jiaxin (Holding) Investment Limited | (31,000,000) | | | |
| 12 February 2019 | Jiayou (International) Investment Limited | (21,840,000) | 0.0907 | 0.0800 | 0.0160 |
| 30 January 2019 | Jiayou (International) Investment Limited | (200,000) | 0.1030 | 0.1030 | 0.1030 |
| 29 January 2019 | Jiayou (International) Investment Limited | (160,000) | 0.1040 | 0.1040 | 0.1040 |
| 28 January 2019 | Jiayou (International) Investment Limited | (40,000) | 0.1030 | 0.1030 | 0.1030 |
| 25 January 2019 | Jiayou (International) Investment Limited | (520,000) | 0.1046 | 0.1040 | 0.1050 |
| 24 January 2019 | Jiayou (International) Investment Limited | (5,640,000) | 0.1046 | 0.1030 | 0.1060 |
| 22 January 2019 | Jiayou (International) Investment Limited | (20,000) | 0.1160 | 0.1160 | 0.1160 |
| 21 January 2019 | Jiayou (International) Investment Limited | (520,000) | 0.1168 | 0.1150 | 0.1180 |

Note: According to the disclosure of interest form filed on 12 March 2019 on the website of the Stock Exchange, a charge over 605,000,000 Shares was released, of which a total of 62,000,000 Shares were retained by the relevant chargees pursuant to a settlement agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and as at the date of this joint announcement.

| | Immediately prior to Completion | | Immediately Completion and as at the date of this joint announcement | |
|----------------------------|----------------------------------|----------------------|--|----------------------|
| | <i>Number of Shares</i> | <i>Approximate %</i> | <i>Number of Shares</i> | <i>Approximate %</i> |
| The Investor Concert Group | — | — | 7,118,440,000 | 63.50 |
| The Vendor | 7,159,400,000 <i>(Note 1)</i> | 63.87 | 40,960,000 <i>(Note 2)</i> | 0.37 |
| Public Shareholders | <u>4,050,202,920</u> | <u>36.13</u> | <u>4,050,202,920</u> | <u>36.13</u> |
| Total | <u>11,209,602,920</u> | <u>100.00</u> | <u>11,209,602,920</u> | <u>100.00</u> |

Notes:

1. Immediately prior to Completion, 1,238,000,000 Shares were held through Jiamin (Holding) Investment Limited, Jianuo (Holding) Investment Limited, Jiabin (Holding) Investment Limited, Jiaheng (Holding) Investment Limited and Jiacheng (Holding) Investment Limited, which are all directly wholly-owned by Jialing (International) Investment Limited, which in turn is wholly-owned by Jiayao. In addition, 5,880,440,000 Shares were directly held by Jiayao and 40,960,000 Shares were directly held by Jiayou (International) Investment Limited. Immediately before Completion, Jiayao was indirectly wholly-owned by the Vendor. Immediately after Completion and as at the date of this joint announcement, Jiayao was indirectly wholly-owned by Hongdao Consultancy, which in turn is ultimately wholly-owned by the Investor.
2. Immediately before Completion and as at the date of this joint announcement, Jiayou (International) Investment Limited, an indirect subsidiary of the Vendor, directly holds 40,960,000 Shares.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

It is the intention of the Offeror to continue with the Group's existing principal business activities following the close of the Offer. The Offeror does not intend to introduce any major changes to the existing business and operation of the Group following the close of the Offer. As at the date of this joint announcement, the Offeror has no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group. The Offeror will review the Group's policy and structure for all Directors' and senior management's remuneration having regard to the recommendations of the Remuneration Committee, after the close of the Offer. The Offeror will continue to ensure good corporate governance, monitor and review the Group's business and operations from time to time, and may take steps that it deems necessary or appropriate to optimise the value of the Group.

PROPOSED CHANGE TO THE BOARD COMPOSITION

The Board is currently made up of two executive Directors, one non-executive Director and three independent non-executive Directors. The Offeror intends to nominate new Directors to the Board in accordance with relevant requirements of the Takeovers Code, the Listing Rules or other applicable regulations. Any changes to the Board composition will be made in compliance with the Takeovers Code and the Listing Rules. As at the date of this joint announcement, the Offeror has not reached any final decisions as to who will be nominated as new Directors. Further announcement(s)/disclosure(s) will be made upon any changes to the composition to the Board in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

INTENTION OF THE OFFEROR TO MAINTAIN THE LISTING OF THE COMPANY

The Offeror intends to maintain the listing status of the Company on the Main Board of the Stock Exchange following the close of the Offer.

In the event that the public float of the Company falls below 25% following the close of the Offer, the Offeror will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that a sufficient public float exists for the Shares. The Company and the Offeror will issue a separate announcement as and when necessary in this regard.

The Stock Exchange has indicated that if, upon the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares until the prescribed level of public float is restored.

INFORMATION ON THE VENDOR

China Minsheng is a company established under the laws of the PRC with limited liability. It is principally engaged in equity investments and asset management.

INFORMATION ON TCMDT

TCMDT is a company established under the laws of the PRC with limited liability and is an investment holding company. Apart from the equity interests in the Company, TCMDT also owns a number of PRC subsidiaries which are principally engaged in general consultation and design of prefabricated construction business in the PRC. As at the date of this joint announcement, TCMDT indirectly owned all the issued shares in Jiayao, which in turn indirectly owned approximately 63.5% of the issued Shares. After Closing, TCMDT does not hold any issued Shares.

INFORMATION ON THE COMPANY

The Company was incorporated as an exempted company with limited liability in Bermuda under the Companies Act 1981 of Bermuda and the issued Shares of which are listed on the Stock Exchange. It is an investment holding company with subsidiaries engaged in prefabricated construction business and property investment in the PRC.

PROFIT WARNING ANNOUNCEMENT

Reference is made to the Profit Warning Announcement. Shareholders and potential investors of the Company should be aware that the Profit Warning Announcement constitutes a profit forecast under Rule 10 of the Takeovers Code, and accordingly, must be reported on in accordance with Rule 10 of the Takeovers Code unless the interim results announcement of the Company for the six months ended 30 June 2019 has been published prior to the next document to be sent to the Shareholders in relation to the Offer.

Given that the Profit Warning Announcement was required to be made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO, the Company was required to issue the Profit Warning Announcement as soon as practicable. The Company has encountered genuine practical difficulties in meeting the reporting requirements as set out in Rule 10 of the Takeovers Code. As a result, the Company issued the Profit Warning Announcement on 15 July 2019, notwithstanding that the Profit Announcement did not fully comply with Rule 10 of the Takeovers Code, including but not limited to the requirement for the Profit Warning Announcement to be separately reported on by its auditors or accountants and financial advisers or independent financial advisers.

The profit forecast as set out in the Profit Warning Announcement will be reported on in accordance with Rule 10 of the Takeovers Code as soon as practicable and the relevant reports will be set out in the next document to be sent to the Shareholders in relation to the Offer, unless the interim results announcement of the Company for the six months ended 30 June 2019 (which is expected to be published on 9 August 2019 as disclosed in the announcement of the Company dated 16 July 2019) has been published prior to the next document to be sent to the Shareholders in relation to the Offer.

Shareholders and potential investors of the Company should also note that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the Offer and/or when dealing in the securities of the Company.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee, comprising a non-executive Director, namely Mr. Peng Xiongwen, and all three (3) independent non-executive Directors, namely Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan, has been formed to make a recommendation to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer.

Red Sun has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offer and as to its acceptance. The appointment of Red Sun has been approved by the Independent Board Committee.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve. It is expected that the Composite Document will be despatched to the Shareholders in accordance with the requirements of the Takeovers Code.

The Composite Document will contain, among other things, details of the Offer, procedures for acceptance of the Offer, recommendation from the Independent Board Committee to the Independent Shareholders in connection with the Offer, the advice from the Independent Financial Adviser to the Independent Board Committee in connection with the Offer, and the Form of Acceptance and Transfer. Independent Shareholders are advised to review carefully the Composite Document.

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code) which include, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company or the Offeror are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 5 July 2019 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 22 July 2019.

WARNING

This joint announcement is made in compliance with the Takeovers Code for the purpose of, among others, informing the Shareholders and potential investors of the Company of the Offer. The Directors make no recommendation as to the fairness and reasonableness of the Offer or as to the acceptance of the Offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as set forth below:

| | |
|---------------------------|--|
| “Acquisition” | the transfer of the Target Equity Interests contemplated in the Equity Transfer Agreement |
| “acting in concert” | has the meaning ascribed to it under the Takeovers Code |
| “associate(s)” | has the meaning ascribed to it under the Takeovers Code |
| “Board” | the board of Directors |
| “Business Day(s)” | a day on which the Stock Exchange is open for the transaction of business |
| “BVI” | the British Virgin Islands |
| “CCBIS” | CCB International Securities Limited, a corporation licensed by the SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts) and Type 4 (advising on securities) regulated activities under the SFO |
| “CCBIS Finance Documents” | the loan facility agreement entered into between CCBIS as lender and the Offeror as borrower in relation to a loan facility for financing part of the consideration payable by the Offeror pursuant to the Offer and the relevant security documents, including a share charge given by the Offeror to CCBIS relating to the said loan facility and in respect of, among others, the Offer Share(s) to be acquired by the Offeror in the Offer |

| | |
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| “China Minsheng” or “Vendor” | China Minsheng Investment Group Corp., Ltd.* (中國民生投資股份有限公司), a company established under the laws of the PRC with limited liability |
| “Closing” | completion of the Transactions Transaction |
| “Company” | China Minsheng 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 |
| “Completion” | completion of the Acquisition |
| “Completion Date” | 10 July 2019, the date on which Completion takes place |
| “Composite Document” | the composite offer and response document to be jointly issued by the Offeror and the Company to the Independent Shareholders in connection with the Offer in compliance with the Takeovers Code containing, among other things, details of the Offer, procedures for acceptance of the Offer, letters from the Independent Board Committee and the Independent Financial Adviser, and the Form of Acceptance and Transfer |
| “Consideration” | the consideration payable under the Equity Transfer Agreement for the Target Equity Interests |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Takeovers Code |
| “Director(s)” | the director(s) of the Company from time to time |
| “Equity Transfer Agreement” | the equity transfer agreement dated 5 July 2019 entered into by and between Hongdao Consultancy and the Vendor in relation to the transfer of the Target Equity Interests |
| “Excluded Shares” | 1,000,000,000 Shares held by Mr. Zhu |
| “Executive” | the Executive Director of the Corporate Finance Division of the SFC from time to time or any delegate of such Executive Director |
| “Form of Acceptance and Transfer” | the form of acceptance and transfer in respect of the Offer accompanying the Composite Document |
| “Group” | the Company and its subsidiaries from time to time |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

| | |
|--|---|
| “Hongdao Consultancy” or “Purchaser” | Henan Hongdao Business Information Consultancy Co., Ltd.* (河南弘道商務信息諮詢有限公司), a company established under the laws of the PRC with limited liability and indirectly wholly-owned by the Investor |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Board Committee” | an independent committee of the Board comprising a non-executive Director, namely Mr. Peng Xiongwen, and all three (3) independent non-executive Directors, namely Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan, established in accordance with the Takeovers Code to give recommendations to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer |
| “Independent Financial Adviser” or “Red Sun” | Red Sun Capital Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee in respect of the Offer |
| “Independent Shareholders” | the Shareholders other than the Investor Concert Group |
| “Internal Restructuring” | the acquisition of all the issued shares in Jiayao by the Offeror from Jiaye |
| “Investor” | Mr. Wu Po Sum (胡葆森), the sole shareholder and a director of the Offeror and the ultimate controlling shareholder of Hongdao Consultancy |
| “Investor Concert Group” | the Investor and parties acting in concert with him, but excluding the Vendor Group for the purpose of this joint announcement |
| “Irrevocable Undertaking” | the irrevocable undertaking given by Mr. Zhu in favour of the Offeror that he will not, inter alia, tender the Excluded Shares for acceptance of the Offer |
| “Jiayao” | Jiayao Global Investments Limited (嘉耀 (國際) 投資有限公司), a company incorporated in the BVI with limited liability |
| “Jiaye” | Jiaye Summit Global Investments Limited (嘉峰 (國際) 投資有限公司), a company incorporated in Hong Kong with limited liability |
| “Joy Bright” or “Offeror” | Joy Bright Investments Limited, a company incorporated in the BVI with limited liability and solely-owned by the Investor |

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| “Last Trading Day” | 4 July 2019, being the last trading day of on which the Shares were traded on the Stock Exchange prior to the suspension of trading in the Shares pending the release of this joint announcement |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Loan Agreement” | the loan agreement dated 21 June 2019 made between the Purchaser as lender and the Vendor as borrower, pursuant to which the Purchaser has agreed to advance a loan with an aggregate amount of RMB1.0 billion to the Vendor |
| “Mr. Zhu” | Mr. Zhu Yuehai (朱岳海) |
| “Offer” | the mandatory unconditional cash offer to be made by Opus Capital on behalf of the Offeror to acquire the Offer Shares on the terms and conditions set out in this joint announcement and in compliance with the Takeovers Code |
| “Offer Price” | HK\$0.1465 for each Offer Share payable by the Offeror to the Independent Shareholders accepting the Offer |
| “Offer Shares” | all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the Investor Concert Group) |
| “Opus Capital” | Opus Capital Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and is the financial adviser to the Offeror in respect of the Offer |
| “Overseas Shareholder(s)” | the Independent Shareholder(s) whose addresses as shown on the register of members of the Company are outside Hong Kong |
| “Pacpo Formula” | has the meaning ascribed to it under Practice Note 19 to the Takeovers Code |
| “PRC” | the People’s Republic of China which, for the purpose of this joint announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Profit Warning Announcement” | the announcement of Company dated 15 July 2019 pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO |

| | |
|---------------------------|--|
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | the ordinary share(s) of par value HK\$0.10 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 |
| “Takeovers Code” | the Code on Takeovers and Mergers |
| “Target Equity Interests” | the entire equity interests in TCMDT acquired by Hongdao Consultancy pursuant to the terms and conditions of the Equity Transfer Agreement |
| “TCMDT” | Tianjin China Minsheng Drawin Technology Limited* (天津中民築友科技有限公司), a company established under the laws of the PRC with limited liability |
| “Transaction” | the Acquisition and the Internal Restructuring |
| “Vendor Group” | the Vendor and its subsidiaries prior to Completion (including TCMDT and its subsidiaries) |
| “%” | per cent. |

By order of the board of
Joy Bright Investments Limited
Wu Po Sum
Director

By order of the Board
China Minsheng DIT Group Limited
Yin Jun
Chairman and Executive Director

Hong Kong, 22 July 2019

* *The English transliteration of the Chinese name(s) in this joint announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).*

As at the date of this joint announcement, the board of directors of the Offeror comprises two directors, namely Mr. Wu Po Sum and Ms. Wallis Wu.

As at the date of this joint announcement, the Board comprises Mr. Yin Jun (Chairman) and Mr. Yang Hongwei as executive Directors; Mr. Peng Xiongwen as non-executive Director; and Mr. Jiang Hongqing, Mr. Lee Chi Ming and Mr. Ma Lishan as independent non-executive Directors.

The directors of the Offeror (including Mr. Wu Po Sum in his capacity as the sole shareholder of the Offeror) jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (in relation to the information relating to the Group only) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (in relation to opinions expressed by the Directors only) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.