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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in DIT Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.



## DIT GROUP LIMITED

築友智造科技集團有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 726)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board of DIT Group Limited is set out on pages 7 to 11 of this circular. A notice convening the annual general meeting of DIT Group Limited to be held with the combination of a physical meeting at Room 7707–7708, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and online through the Online Platform on Tuesday, 24 May 2022 at 10 a.m. is set out on pages 19 to 24 of this circular.

In view of COVID-19 pandemic controlling measures imposed by the Hong Kong Government, physical AGM is not permitted, therefore the Company is adopting special arrangements in respect of the AGM. In particular, **no Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person**, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. However, Shareholders are encouraged to i) appoint the chairman of the AGM (or any adjournment thereof) as your proxy by completing the form of proxy in accordance with the instructions printed thereon and returning the same to the branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Such form of proxy is enclosed with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://dit.aconnect.com.hk>); **or ii) attend, ask questions and vote at the AGM by ways of electronic means through the Online Platform.** Completion and return of the form of proxy will not preclude you from attending and voting through online platform at the AGM (or any adjournment thereof) if you so wish. **No gift will be distributed at the AGM.** Details of the special arrangements for the AGM are set out in the section headed “Special Arrangements for the Annual General Meeting” on pages 1 to 3 of this circular.

To the extent that there are any inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

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## SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect AGM attendees from possible exposure to the COVID-19 pandemic. **For the health and safety of AGM attendees, the Company would be adapting the arrangements for the AGM to minimise attendance in person, while still enabling Shareholders to vote and ask questions. Details of the special arrangements for the AGM are set out below.**

The AGM will be a hybrid meeting. The AGM will be held with the minimum number of persons present as is required under the bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the AGM. Given the above reasons, NO other Shareholder, proxy or corporate representative should attend the AGM in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the AGM. Shareholders are, however, encouraged to i) appoint the chairman of the AGM (or any adjournment thereof) as your proxy to vote at the AGM; or ii) attend, ask questions and vote at the AGM by ways of electronic means through the Online Platform (as defined hereunder).

### **ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES**

For Shareholders who wish to attend, participate and vote at the AGM through online access, please visit the website — <http://meetings.computershare.com/DITGroup2022AGM> (the “**Online Platform**”). Shareholders participating in the AGM using the Online Platform will be able to cast their vote and submit questions through the Online Platform.

The Online Platform permits a “split vote” on a resolution, in other words, a Shareholder casting his/her/its votes through the Online Platform does not have to vote all of his/her/its Shares in the same way (“**For**” or “**Against**”). In the case of a proxy, he/she can vote such number of Shares in respect of which he/she has been appointed as a proxy. Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at <http://dit.aconnect.com.hk> for assistance.

### **Login details for registered Shareholders**

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders to be published together with this circular.

## **SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

### **Login details for non-registered Shareholders**

Non-registered Shareholders who wish to attend, participate and vote at the AGM using the Online Platform should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM; and
- (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 12:00 noon on Monday, 23 May 2022 should reach out to the Hong Kong branch share registrar and transfer office of the Company for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

### **Login details for proxies or corporate representatives**

Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the proxies provided to it in the relevant forms of proxy.

Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

## **APPOINTMENT OF PROXY IN ADVANCE OF THE AGM**

### **Appointment of proxy for registered Shareholders**

Registered Shareholders who wish to appoint a proxy to attend and vote at the AGM shall appoint the chairman of the AGM as their proxy according to voting instructions as indicated in their forms of proxy. Completion and return of the forms of proxy shall not preclude Shareholders from attending and voting by means of electronic facilities at the AGM (or any adjournment thereof) should they so desire.

## SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

### **Submission of forms of proxy for registered Shareholders**

A forms of proxy for use at the AGM is enclosed with this circular. The forms of proxy can also be downloaded from the Company's website at <http://dit.aconnect.com.hk> or the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk). Registered Shareholders are requested to complete the enclosed forms of proxy in accordance with the instructions printed thereon and deposit it with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof).

### **Appointment of proxy for non-registered Shareholders**

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

If you have any questions relating to the AGM, please contact the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, via the following:

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

Telephone: +852 2862 8555

Fax: +852 2865 0990

**Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company's website at <http://dit.aconnect.com.hk> or the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.**

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held with the combination of a physical meeting at Room 7707–7708, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and online through the Online Platform on Tuesday, 24 May 2022 at 10 a.m., the notice of which is set out on pages 19 to 24 of this circular
“AGM Notice”	the notice of AGM which is set out on pages 19 to 24 of this circular
“Board”	the board of Directors of the Company
“Business Day”	a day on which the Stock Exchange is open for business of dealing in securities
“Bye-law(s)”	the bye-laws of the Company
“CCRE”	Central China Real Estate Limited (建業地產股份有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of Stock Exchange (Stock code: 832)
“CCRE Group”	CCRE and its subsidiaries from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	DIT Group Limited (築友智造科技集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of Stock Exchange (Stock code: 726)
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension of General Mandate”	has the meaning as defined in the paragraph headed “Extension of General Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”
“Final Dividend”	the proposed final dividend of HK\$0.01 per Share for the year ended 31 December 2021 as recommended by the Board

## DEFINITIONS

“General Mandate”	has the meaning as defined in the paragraph headed “General Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”
“Glodon”	Glodon Company Limited (廣聯達科技股份有限公司), a company established under the laws of the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange with stock code 002410
“Group”	the Company and its subsidiaries
“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
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Proposal”	has the meaning as defined in the paragraph headed “Share Repurchase Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.40 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares

## DEFINITIONS

“Share Repurchase Mandate”	has the meaning as defined in the paragraph headed “Share Repurchase Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



**DIT GROUP LIMITED**

**築友智造科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 726)**

*Executive Directors:*

LIU Weixing (*Chairman*)

GUO Weiqiang (*Chief Executive Officer*)

WANG Jing

*Registered Office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Non-Executive Directors:*

WU Wallis (alias Li Hua)

WANG Jun

GUO Jianfeng

*Principal place of business in Hong Kong:*

Unit Nos. 7707 and 7708, 77th Floor

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

*Independent Non-Executive Directors:*

JIANG Hongqing

LEE Chi Ming

MA Lishan

29 April 2022

Dear Shareholder(s),

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the grant of the General Mandate and the Share Repurchase Mandate to the Directors; (ii) the re-election of Directors and (iii) the declaration and payment of the Final Dividend.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the AGM, in particular, for the grant of the General Mandate and the Share Repurchase Mandate, the re-election of Directors as well as the declaration and payment of the Final Dividend, and to give you a notice of the AGM.

### GENERAL MANDATE AND SHARE REPURCHASE MANDATE

At the AGM, the Directors will propose resolutions to the Shareholders to grant the General Mandate and the Share Repurchase Mandate to the Directors.

#### General Mandate

Resolution no. 5 referred to in the AGM Notice will, if passed, give a general unconditional mandate (the “**General Mandate**”) to the Directors authorising the exercise by the Directors of the powers of the Company to allot, issue and deal with additional Shares up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the Company had an aggregate of 3,102,400,730 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares will be issued or repurchased before the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 620,480,146 Shares.

#### Share Repurchase Mandate

Resolution no. 6 referred to in the AGM Notice will, if passed, give a general unconditional mandate (the “**Share Repurchase Mandate**”) to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution (the “**Repurchase Proposal**”).

#### Extension of General Mandate

Resolution no. 7 referred to in the AGM Notice will, if passed, add to the General Mandate to issue those Shares repurchased by the Company pursuant to the exercise of the Share Repurchase Mandate proposed to be granted to the Directors at the AGM (the “**Extension of General Mandate**”).

The Directors propose to seek your approval of the resolutions in respect of the General Mandate, the Share Repurchase Mandate and the Extension of General Mandate to be proposed at the AGM.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in respect of the Share Repurchase Mandate which is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

According to Bye-law 99 of the Company's bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

According to Bye-law 102 of the Company's bye-laws, any Director appointed by the Board shall hold office until the next following general meeting (in the case of the filling of casual vacancy) or the next following annual general meeting of the Company (in the case of an additional Director) and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

In accordance with Bye-law 99 and Bye-law 102 of the Company's Bye-laws, Mr. Liu Weixing, Ms. Wang Jing, Mr. Guo Jianfeng and Mr. Lee Chi Ming shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

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

### DECLARATION AND PAYMENT OF FINAL DIVIDEND

As disclosed in the announcement of the Company dated Thursday, 31 March 2022, the Board recommended the payment of a final dividend of HK\$0.01 per Share for the year ended 31 December 2021. The recommended Final Dividend of HK\$0.01 per Share is subject to approval by the Shareholders at the AGM. Subject to approval by the Shareholders at the AGM, the Final Dividend will be paid on or about Monday, 13 June 2022 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 1 June 2022.

As at the Latest Practicable Date, the total number of Shares in issue was 3,102,400,730 Shares. For illustrative purposes, assuming no further Shares are issued or repurchased between the Latest Practicable Date and the record date for the Final Dividend, the Final Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$31,024,000. The Final Dividend is intended to be paid out of profits available for distribution pursuant to Bye-law 143 of the Company's bye-laws and in accordance with the laws of Bermuda. The profits available for distribution of the Company will be sufficient for the payment of the Final Dividend.

For the purpose of ascertaining the Shareholders' entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Monday, 30 May 2022 to Wednesday, 1 June 2022, both dates inclusive. The proposed Final Dividend will be payable to the Shareholders whose names appear on the register of members of the Company as at Wednesday, 1 June 2022. In order to qualify for the proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with

## LETTER FROM THE BOARD

the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712 — 1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 27 May 2022.

### ANNUAL GENERAL MEETING

A notice convening the AGM to be held with the combination of a physical meeting at Room 7707–7708, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and online through the Online Platform on Tuesday, 24 May 2022 at 10 a.m. is set out on pages 19 to 24 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

**As set out in the section headed “Special Arrangements for the Annual General Meeting” of this circular, the AGM will be a hybrid meeting. As Shareholders will not be permitted to attend the AGM in person, Shareholders are strongly encouraged to exercise their rights either to attend and vote at the AGM by electronic facilities or to vote at the AGM by appointing the chairman of the AGM as their proxy according to voting instructions as indicated in their form of proxy.**

Registered Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude Shareholders from attending and voting by means of electronic facilities at the AGM (or any adjournment thereof) should they so desire.

For details of the special arrangements for the AGM, please refer to the section headed “Special Arrangements for the Annual General Meeting” on pages 1 to 3 of this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be considered and, if thought fit, passed at the AGM will be voted by way of poll by the Shareholders.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both dates inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712 — 1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 18 May 2022.

### RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the AGM Notice are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions to be proposed at the AGM.

### FURTHER INFORMATION

Your attention is drawn to the Appendices to this circular.

Yours faithfully  
For and on behalf of  
**DIT Group Limited**  
**Liu Weixing**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information for Shareholders to consider the Share Repurchase Mandate.*

### **(1) SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all on-market shares repurchased by company with its primary listing on the Stock Exchange must be of fully paid up shares and all share repurchases by such company must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to specific transactions.

Such authority may only continue in force during the period from the passing of the resolution in respect of the Share Repurchase Mandate until the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of such authority by ordinary resolution of the shareholders of the Company in general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held.

### **(2) SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 3,102,400,730 Shares. Subject to the passing of the resolution in respect of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 310,240,073 Shares, which represents 10% of the total number of Shares in issue as at the date of passing the resolution.

### **(3) REASONS FOR THE REPURCHASE PROPOSAL**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **(4) FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of funds of the Company otherwise available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose of the repurchase to such extent allowable under the Companies Act 1981 of Bermuda (as amended). The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

Further, the Company may not repurchase its own Shares if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is or, after the repurchase would be, unable to pay its liabilities as they become due during the proposed repurchase period. Such proposed repurchase period means the period from the passing of the resolution in respect of the Share Repurchase Mandate until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given under the resolution in respect of the Share Repurchase Mandate by ordinary resolution of the shareholders of the Company in general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held.

There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited financial statements contained in the annual report, in the event that the Share Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirement of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

## (5) SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
April 2021	0.98	0.88
May 2021	0.92	0.80
June 2021	0.98	0.80
July 2021	0.86	0.71
August 2021	1.08	0.70
September 2021	0.96	0.74
October 2021	0.85	0.75
November 2021	0.89	0.75
December 2021	0.88	0.70
January 2022	0.90	0.73
February 2022	0.90	0.70
March 2022	0.74	0.56
April 2022 (up to and including the Latest Practicable Date)	0.76	0.63

**(6) UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, they will exercise the powers of the Company to make repurchases pursuant to the resolution in respect of the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**(7) DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

**(8) EFFECTS OF THE TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge, based on the latest disclosure of interests forms filed with the Stock Exchange, approximately 65.28% of the total number of Shares in issue was indirectly held by Mr. Wu Po Sum, the controlling shareholder of the Company and, assuming full exercise of the Share Repurchase Mandate given to the Directors, approximately 72.53% of the total number of Shares in issue will be indirectly held by Mr. Wu Po Sum. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, cause any takeover obligation of any Shareholder or group of Shareholders acting in concert.

**(9) SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

**Mr. Liu Weixing** (“**Mr. Liu**”), aged 62, was appointed as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Company and a member of the Remuneration Committee on 21 August 2020. He has over 38 years of experience in banking and finance. He was an executive director of CCRE.

Mr. Liu held positions of officer and vice division chief responsible for industrial and commercial credit facilities in Luoyang Region Center Branch of People’s Bank of China from 1979 to 1984. Mr. Liu held several positions in Industrial and Commercial Bank of China from 1985 to August 2016, including the vice president of Luoyang Region Center Branch, the vice president of Sanmenxia City Branch, an officer of Henan Province Branch, assistant to the president of Henan Province Branch, the vice president of Henan Province Branch, the president of Anhui Province Branch, the president of Chongqing City Branch, the president of Henan Province Branch and the head of Internal Audit Department of Main Branch. Mr. Liu was an executive director of CCRE from March 2017 to August 2020.

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

Mr. Liu does not hold any other position with the Company or any of its subsidiaries and did not hold any other directorships in public listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

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

As at the Latest Practicable Date, Mr. Liu is interested in 4,840,000 Shares and 28,000,000 underlying Shares in respect of the share options granted by the Company. Save as disclosed aforesaid, Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, nor does he have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in relation to the resolution approving the re-election of Mr. Liu as a Director.

**Ms. Wang Jing** (“**Ms. Wang**”), aged 51, was appointed as an executive Director on 21 August 2020. She is currently the vice president of Drawin Intelligent Manufacture Technology Industry Group Limited\* (築友智造科技產業集團有限公司), an indirect controlling shareholder of the Company.

Ms. Wang has 30 years of extensive working experience. She was a technician of the Research Institute of Zhongyuan Pharmaceutical Factory\* (中原製藥廠研究所) from 1991 to 1997. She joined the CCRE Group in 1997 until April 2020 and held several positions there. During her 23 years in the CCRE Group, Ms. Wang served as the vice president of Central China Real Estate Group (China) Company Limited\* (建業住宅集團(中國)有限公司), including the general manager of the design management center, the assistant president and the general manager of the Forest Peninsula Project (森林半島項目), the general manager of Zhengzhou Metropolitan Area, the director of the product management center, the general manager of the Zhengzhou-Kaifeng Region and the general manager of Henan Central China Commercial Real Estate Management Company Limited\* (河南建業商業地產經營管理有限公司), during which she was also charged with managing Henan Central China Modern Agricultural Investment Company\* (河南建業現代農業投資公司) and the Window of Jianye Project (建業之窗項目). She was also a member of the implementation committee of Central China Real Estate Group (China) Company Limited.

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

Ms. Wang does not hold any other position with the Company or any of its subsidiaries and did not hold any other directorships in public listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

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

As at the Latest Practicable Date, Ms. Wang is interested in 8,000,000 underlying Shares in respect of the share options granted by the Company. Save as disclosed aforesaid, Ms. Wang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, nor does she have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in relation to the resolution approving the re-election of Ms. Wang as a Director.

**Mr. Guo Jianfeng (“Mr. Guo”)**, aged 40, was appointed as a non-executive Director on 7 January 2022.

Mr. Guo has over 14 years of experience in digital construction. From February 2007 to April 2012, Mr. Guo served as the researcher at the Shanghai research and development center of Autodesk, Inc., during which he was responsible for researching BIM solutions and cross-profession collaboration for the entire life cycle of construction projects. He joined Glodon in April 2012 and has held various positions in Glodon since then, including the senior technical researcher, the manager of cloud platform department, the general manager of platform technology center and the member and the head of the standing committee of technology committee. He is currently the vice president of Glodon and the general manager of its digital constructor business division.

Mr. Guo obtained a doctorate degree in civil engineering from Tsinghua University (清華大學) in January 2007.

Mr. Guo does not hold any other position with the Company or any of its subsidiaries and did not hold any other directorships in public listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

The Company has entered into a service agreement with Mr. Guo in relation to his appointment as a non-executive Director for a term of three years commencing from 7 January 2022. Mr. Guo will be subject to retirement and re-election pursuant to the Bye-laws. In accordance with the terms of the service agreement, Mr. Guo is entitled to an annual director’s fee of HK\$60,000. 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 Latest Practicable Date, Mr. Guo does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, nor does he have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in relation to the resolution approving the re-election of Mr. Guo as a Director.

**Mr. Lee Chi Ming (“Mr. Lee”)**, aged 69, was appointed as an independent nonexecutive Director on 30 December 2014. He is the chairman of the audit committee of the Company and a member of each of the Remuneration Committee and nomination committee of the Company.

Mr. Lee is a fellow member of Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Lee graduated from Hong Kong Polytechnic. He also holds a LLB degree from University of London and a master degree in Business Administration from University of Hong Kong. Mr. Lee has over 25 years’ experience in the fields of accounting, regulations and asset management. He held various senior positions with the Securities and Futures Commission (“SFC”), Hong Kong since 1995, such as director of Licensing, director of Corporate Planning and director of Finance and Administration. Mr. Lee retired from the SFC in July 2014. From April 2015 to June 2021, Mr. Lee was an independent non-executive director of HTSC (stock code: 6886) which is listed on the Stock Exchange. He is the director and managing partner of Benington Capital Partner Ltd.

Mr. Lee entered into a letter of appointment for a term of three years with the Company which may be terminated by either party upon a one-month prior written notice. He is subject to retirement by rotation and re-election in accordance with the Company’s Bye-laws. He is entitled to a fixed director’s fee of HK\$240,000 per annum, which was determined by the Board with reference to the recommendation from the Remuneration Committee and his duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lee does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, nor does he have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in relation to the resolution approving the re-election of Mr. Lee as a Director.

\* *For identification purposes only*

## NOTICE OF ANNUAL GENERAL MEETING



### DIT GROUP LIMITED

築友智造科技集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 726)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of DIT Group Limited (the “**Company**”) will be held with the combination of a physical meeting at Room 7707–7708, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and online through an online platform on Tuesday, 24 May 2022 at 10 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company

1. To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2021;
2. To declare and pay a final dividend equivalent to HK\$0.01 per ordinary share of HK\$0.40 each in the share capital of the Company for the year ended 31 December 2021 to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 1 June 2022;
3.
  - (i) To re-elect Mr. Liu Weixing as an executive director of the Company;
  - (ii) To re-elect Ms. Wang Jing as an executive director of the Company;
  - (iii) To re-elect Mr. Guo Jianfeng as a non-executive director of the Company;
  - (iv) To re-elect Mr. Lee Chi Ming as an independent non-executive director of the Company;
  - (v) To authorize the board of directors of the Company to fix the directors’ remuneration;
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

## NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options, including warrants to subscribe for shares of the Company, which might require the exercise of such powers, be and is hereby generally and unconditionally approved, provided that, otherwise than
- (i) pursuant to a rights issue where shares of the Company are offered for a period fixed by the directors of the Company to shareholders of the Company on a fixed record date in proportion to their then holdings of shares of the Company as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company);
  - (ii) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company;
  - (iii) an issue of shares of the Company as scrip dividends or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company from time to time; or
  - (iv) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company,
- the aggregate number of shares of the Company issued, allotted or disposed of or agreed conditionally or unconditionally to be issued, allotted or dealt with whether by way of conversion or otherwise, shall not in total exceed 20 per cent of the total number of shares of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly;
- (b) the approval given in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period; and

## NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the bye-laws of the Company or any applicable law to be held.”
- 6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of shares of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the bye-laws of the Company or any applicable law to be held.”

## NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT**, subject to the passing of Resolutions No. 5 and No. 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers and agreements which might or would require the exercise of such power pursuant to Resolution No. 5 set out in the notice convening this meeting, be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company which has been repurchased by the Company under the authority granted pursuant to Resolution No. 6 set out in the notice convening this meeting provided that such number shall not exceed 10 per cent of the total number of shares of the Company in issue on the date of passing this resolution.”

Yours faithfully  
For and on behalf of  
**DIT Group Limited**  
**Liu Weixing**  
*Chairman and Executive Director*

Hong Kong, 29 April 2022

*Registered Office:*  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Principal place of business  
in Hong Kong:*  
Unit Nos. 7707 and 7708, 77th Floor  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

*Notes:*

- (i) The register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the meeting convened. In order to be eligible to attend and vote at the meeting convened, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712 – 1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 18 May 2022.

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) For the purpose of ascertaining the entitlement of the shareholders of the Company to the proposed final dividend (subject to shareholders' approval at the meeting convened), the register of members of the Company will be closed from Monday, 30 May 2022 to Wednesday, 1 June 2022, both dates inclusive. The proposed final dividend will be payable to the shareholders of the Company whose names appear on the register of members of the Company as at Wednesday, 1 June 2022. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712 — 1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 27 May 2022.
- (iii) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- (iv) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (v) A form of proxy for use at the meeting convened is enclosed. Whether or not you are able to attend and vote at the meeting convened, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting by means of electronic facilities at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (vi) Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either through online platform or by proxy, in respect of such share(s) as if he/she is solely entitled to, but if more than one of such joint holders be present at the meeting through online platform that only one device is allowed per login or by proxy.
- (vii) In relation to proposed resolution no. 6 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 29 April 2022 (the "**Circular**").
- (viii) Biographical details of the directors of the Company proposed for re-election are set out in the Appendix II of the Circular.
- (ix) If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the meeting convened, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://dit.aconnect.com.hk> and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (x) Voting at the meeting convened will be taken by poll.

## NOTICE OF ANNUAL GENERAL MEETING

- (xi) As set out in the section headed “Special Arrangements for the Annual General Meeting” of the Circular, the Annual General Meeting will be a hybrid meeting. In order to facilitate the prevention and control of the spread of the Novel Coronavirus epidemic and to safeguard the health and safety of the shareholders of the Company, no shareholders of the Company (or any proxy or corporate representative appointed by any shareholders of the Company) will be permitted to attend the Annual General Meeting in person, other than a minimum number of shareholders of the Company (in person or by proxy) who are required to do so to form a quorate meeting. Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting (or any adjournment thereof) as your proxy to vote at the Annual General Meeting or attending and voting at the Annual General Meeting by electronic facilities through the online platform. Details of the special arrangements for the Annual General Meeting and the online platform are set out in the Circular and the notification letter to shareholders dated 29 April 2022.

*As at the date of this notice, the Board comprises Mr. Liu Weixing (Chairman), Mr. Guo Weiqiang and Ms. Wang Jing as executive directors; Ms. Wu Wallis (alias Li Hua), 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.*