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If you have sold or transferred all your shares in DIT Group Limited, you should at once forward this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or 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 TO REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) 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 4 to 7 of this circular. A notice convening the AGM of DIT Group Limited to be held at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 21 May 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 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 will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof should you so wish.

24 April 2024

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DEFINITIONS

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

“acting in concert”	has the meaning ascribed to this term under the Takeovers Code
“AGM” or “Annual General Meeting”	an annual general meeting of the Company to be held at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 21 May 2024 at 10:00 a.m., a notice of which is set out on pages AGM-1 to AGM-5 of this circular or, where the context so admits, any adjournment thereof
“AGM Notice”	the notice of AGM which is set out on pages AGM-1 to AGM-5 of this circular
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-Law(s)”	the bye-laws of the Company, and “Bye-Law” shall mean a bye-law of the Bye-Laws
“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 mainboard of Stock Exchange (Stock Code: 832)
“CCRE Group”	CCRE and its subsidiaries from time to time
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	DIT Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 726)
“connected person”	has the meaning ascribed to this term under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to this term under the Listing Rules

DEFINITIONS

“core connected person(s)”	has the meaning ascribed to this term 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”
“General Mandate”	has the meaning as defined in the paragraph headed “General Mandate” under the section headed “GENERAL MANDATE AND SHARE REPURCHASE MANDATE”
“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”	16 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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”
“Share(s)”	ordinary share(s) of HK\$0.40 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



DIT GROUP LIMITED

築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

Executive Directors:

GUO Weiqiang

(Chairman and Chief Executive Officer)

WANG Jing

Non-Executive Directors:

WU Wallis (alias Li Hua)

WANG Jun

GUO Jianfeng

Independent Non-Executive Directors:

JIANG Hongqing

LEE Chi Ming

MA Lishan

Registered Office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Principal place of business in

Hong Kong:

Room A122D, 16/F

Tower 5, The Gateway

Harbour City

Tsim Sha Tsui

Kowloon

Hong Kong

24 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) 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; and (ii) the re-election of Directors.

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 and the re-election of Directors, 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. 4 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 3,101,095,730 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 620,219,146 Shares.

Share Repurchase Mandate

Resolution no. 5 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. 6 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.

LETTER FROM THE BOARD

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.

RE-ELECTION OF DIRECTORS

According to Bye-law 99, 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, 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, Ms. Wang Jing, Ms. Wu Wallis (alias Li Hua) and Mr. Wang Jun 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.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 21 May 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy is enclosed for use at the AGM. Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The lodging of a form of proxy will not preclude you from subsequently attending the AGM or any adjournment thereof and voting in person should you so wish.

LETTER FROM THE BOARD

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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024, 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 Tuesday, 14 May 2024.

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 also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully

For and on behalf of the Board

DIT Group Limited

Guo Weiqiang

Chairman, Chief Executive Officer 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 or any applicable law to be held.

(2) SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 3,101,095,730 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 310,109,573 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 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.320	0.255
May	0.315	0.265
June	0.320	0.189
July	0.260	0.186
August	0.218	0.160
September	0.239	0.191
October	0.204	0.184
November	0.200	0.152
December	0.175	0.139
2024		
January	0.163	0.112
February	0.170	0.130
March	0.173	0.072
April (up to the Latest Practicable Date)	0.094	0.067

(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 65.31% 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 72.56% 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

Save the share repurchase as disclosed below, 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.

Date of repurchase	Number of Shares repurchased	Date of cancellation	Highest repurchase price paid per Share <i>HK\$</i>	Lowest repurchase price paid per Share <i>HK\$</i>
8 June 2023	50,000	4 December 2023	0.244	0.244
12 June 2023	60,000	4 December 2023	0.236	0.236
26 June 2023	<u>130,000</u>	4 December 2023	0.208	0.205
	<u>Total: 240,000</u>			

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

Ms. Wang Jing (“**Ms. Wang**”), aged 53, 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 over 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 3 May 2022. 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 RMB1,500,000. 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.

Ms. Wu Wallis (“**Ms. Wu**”), alias Li Hua, aged 42, was appointed as a non-executive Director on 17 September 2019. Ms. Wu is currently a non-executive director of CCRE.

Ms. Wu obtained a Bachelor’s Degree in Architecture from the University of New South Wales in Australia in 2006, and a Master’s Degree in Applied Finance from Macquarie University in 2007. Before joining the CCRE Group in 2006, she worked in Woodhead International (Beijing) and Banatex Architects Pty Ltd in Sydney Australia in 2005. Ms. Wu is the daughter of Mr. Wu Po Sum, the ultimate controlling shareholder of the Company. Ms. Wu 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 an appointment letter with Ms. Wu in relation to her appointment as a non-executive Director for a term of three years commencing from 17 September 2022, subject to retirement and re-election pursuant to the Bye-laws and the Listing Rules. In accordance with the terms of the appointment letter, Ms. Wu is entitled to receive an annual fee of HK\$60,000 from the Company, which 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.

Ms. Wu is the daughter of Mr. Wu Po Sum, the controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

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. Wu as a Director.

Mr. Wang Jun (“**Mr. Wang**”), aged 43, was appointed as a non-executive Director on 17 September 2019. He has over 17 years of experience in the real estate industry and capital market.

From 2003 to 2007, Mr. Wang served in PricewaterhouseCoopers Zhong Tian CPAs Limited Company with the latest position as a senior associate; from 2007 to 2011, he served as the head of investor relations and a senior manager of the finance department in Country Garden Holdings Company Limited; and from 2011 to June 2018, he served in Morgan Stanley Asia Limited with the latest position as an executive director. Mr. Wang has served as an executive director of Central China Real Estate Limited, a company listed on the Stock

Exchange (stock code: 832), since August 2018. Mr. Wang has served as an executive director and the chairman of Central China New Life Limited, a company listed on the Stock Exchange (stock code: 9983), since October 2018.

Mr. Wang obtained a Bachelor's Degree in English from Guangdong University of Foreign Studies in 2002 and a Master's Degree in Business Administration from Hong Kong University of Science and Technology in 2011.

Save as disclosed above, Mr. Wang 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 an appointment letter with Mr. Wang in relation to his appointment as a non-executive Director for a term of three years commencing from 17 September 2022, subject to retirement and re-election pursuant to the Bye-laws and the Listing Rules. In accordance with the terms of the appointment letter, Mr. Wang is entitled to receive an annual fee of HK\$60,000 from the Company, which 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. Wang 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 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. Wang as a Director.

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 (the “**Meeting**”) of DIT Group Limited (the “**Company**”) will be held at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 21 May 2024 at 10:00 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 2023;
2.
 - (i) To re-elect Ms. Wang Jing as an executive director of the Company;
 - (ii) To re-elect Ms. Wu Wallis (alias Li Hua) as a non-executive director of the Company;
 - (iii) To re-elect Mr. Wang Jun as a non-executive director of the Company;
 - (iv) To authorize the board of directors of the Company to fix the directors’ remuneration;
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
 - (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.”
5. 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 (“**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 (“**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;

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- (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**, subject to the passing of Resolutions No. 4 and No. 5 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. 4 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. 5 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.”

By order of the Board

DIT Group Limited

Guo Weiqiang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 April 2024

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Head office and principal place of business

in Hong Kong:

Room A122D, 16/F

Tower 5, The Gateway

Harbour City

Tsim Sha Tsui

Kowloon

Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) The register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024, 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 14 May 2024.
- (ii) 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.
- (iii) 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 Shops 1712–1716, 17/F, 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.
- (iv) 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 in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (v) In relation to proposed resolution no. 5 above, the Directors 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 24 April 2024 (the "Circular").
- (vi) Biographical details of the directors proposed for re-election are set out in the Appendix II of the Circular.
- (vii) 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.
- (viii) Voting at the meeting convened will be taken by poll.

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