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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Dadi International Group Limited (the “Company”), you should at once hand this circular, together with 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.

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**DADI INTERNATIONAL GROUP LIMITED**

**大地國際集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8130)**

**PROPOSALS FOR**

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITOR;**

**(2) RE-ELECTION OF RETIRING DIRECTORS;**

**(3) RE-APPOINTMENT OF AUDITOR;**

**(4) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;**

**AND**

**NOTICE OF 2023 ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at the Conference Room, 14/F., Office Building, Caiyuan Plaza, 87 Jiefang South Road, Yingze district, Taiyuan, Shanxi Province, the PRC on Monday, 25 September 2023 at 10:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its despatch and on the website of the Company at <http://www.dadi-international.com.hk>.

3 July 2023

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

|                      |   |
|----------------------|---|
| “AGM”                | the annual general meeting of the Company to be convened and held on Monday, 25 September 2023 at 10:00 a.m. or any adjournment thereof (as the case may be)  |
| “Audit Committee”    | the audit committee of the Company  |
| “Auditor”            | the auditor of the Company for the time being   |
| “Board”              | the board of Directors  |
| “Bye-law(s)”         | the bye-laws of the Company (as amended from time to time)  |
| “close associate(s)” | has the meaning ascribed thereto in the GEM Listing Rules   |
| “Company”            | Dadi International Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM   |
| “Director(s)”        | the director(s) of the Company  |
| “Extension Mandate”  | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate |
| “GEM”                | GEM operated by the Stock Exchange  |
| “GEM Listing Rules”  | the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended from time to time  |
| “Group”              | the Company and all of 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   |

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## DEFINITIONS

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|---------------------------|--|
| “Issue Mandate”           | the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of granting of the Issue Mandate |
| “Latest Practicable Date” | 30 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular  |
| “Nomination Committee”    | nomination committee of the Company  |
| “PRC”                     | the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan                                    |
| “Repurchase Mandate”      | the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of Shares in issue as at the date of granting of the Repurchase Mandate                            |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time  |
| “Share(s)”                | ordinary share(s) of HK\$0.01 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  |
| “subsidiary(ies)”         | has the meaning ascribed thereto in the GEM Listing Rules  |
| “Substantial Shareholder” | has the meaning ascribed thereto in the GEM Listing Rules  |
| “Takeovers Code”          | the Hong Kong Code on Takeovers and Mergers  |
| “%”                       | per cent.  |

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## LETTER FROM THE BOARD

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### DADI INTERNATIONAL GROUP LIMITED

### 大地國際集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8130)**

***Executive Directors:***

Mr. Wu Xiaoming *(Interim Chairman,  
Executive Vice Chairman and Chief Executive Officer)*

***Non-executive Directors:***

Mr. Ju Mengjun  
Mr. Zhang Xiongfeng

***Independent non-executive Directors:***

Dr. Zhang Wei  
Mr. Law Yui Lun  
Dr. Jin Lizuo

***Registered office:***

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

***Head office and principal place of  
business in Hong Kong:***

Office Unit No.02 on 31st Floor  
Office Tower, Convention Plaza  
No.1 Harbour Road  
Wanchai, Hong Kong

3 July 2023

*To the Shareholders,*

Dear Sirs or Madams,

**PROPOSALS FOR**  
**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL**  
**STATEMENTS AND REPORTS OF DIRECTORS AND AUDITOR;**  
**(2) RE-ELECTION OF RETIRING DIRECTORS;**  
**(3) RE-APPOINTMENT OF AUDITOR;**  
**(4) GENERAL MANDATES TO ISSUE SHARES AND**  
**REPURCHASE SHARES;**  
**AND**  
**NOTICE OF 2023 ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditor; (ii) the re-election of retiring Directors; (iii) the re-appointment of the Auditor; and (iv) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

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## **LETTER FROM THE BOARD**

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### **RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2023**

The audited consolidated financial statements of the Group for the year ended 31 March 2023, together with the reports of the Directors and the Auditor, will be set out in the 2023 Annual Report which will be uploaded to the Company's website at <http://www.dadi-international.com.hk> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) in due course.

### **RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Bye-law 84(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Mr. Wu Xiaoming, Mr. Ju Mengjun and Dr. Jin Lizuo will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Biographical details of the above-mentioned Directors proposed to be re-elected at the AGM, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular.

### **Procedure and Process for Nomination of Directors**

The Company adopted a nomination policy for the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors. The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

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## LETTER FROM THE BOARD

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The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected on a regular basis or as required. The Nomination Committee utilises various methods for identifying Director candidates, including recommendations from the Board members, management, and professional human resources agencies. All Director candidates, including incumbents and candidates nominated by Shareholders are evaluated by the Nomination Committee based on their qualifications and experience. Director candidates will also be evaluated on the same criteria through review of resume, personal interview and performance of background checks. The Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's business.

The Nomination Committee is of the view that each Director candidate eligible for re-election at the AGM is qualified for the position as a Director. The criteria applied in considering whether each Director candidate is qualified includes his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (i) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (ii) taking the lead where potential conflicts of interests arise;
- (iii) serving on the Audit Committee of the Board, the Remuneration Committee of the Board and the Nomination Committee (in the case of candidate for the position of independent non-executive Director) and other relevant Board committees, if invited;
- (iv) bringing a range of business and financial experience to the Board, giving the Board and any committee on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through regular attendance and participation in as well as serving as members of the Board/committee meetings;
- (v) scrutinising the Company's performance in achieving agreed corporate goals, objectives and targets, and monitoring the reporting of performance;
- (vi) ensuring the committees on which he serves perform the powers and functions conferred on them by the Board; and



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## LETTER FROM THE BOARD

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- (vii) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the Bye-laws or imposed by legislation or pursuant to the requirements, guidance or regulations under the GEM Listing Rules, where appropriate.

### **Recommendation of the Nomination Committee with respect to the independent non-executive Director subject to re-election at the AGM**

The Nomination Committee has considered Dr. Jin Lizuo's extensive experience in economics field, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Dr. Jin Lizuo has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Dr. Jin Lizuo, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Nomination Committee is satisfied with his independence for the position of an independent non-executive Director in accordance with, among others, the factors set out in Rule 5.09 of the GEM Listing Rules. During his appointment, he has demonstrated his ability to provide an independent view to the Company's matters. The Nomination Committee is of the view that he is able to continue to fulfill his role as an independent non-executive Director and thus recommends him to the Board for it to propose to Shareholders for re-election at the AGM.

### **RESOLUTION (3) RE-APPOINTMENT OF AUDITOR**

HLB Hodgson Impey Cheng Limited will retire as the Auditor at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint HLB Hodgson Impey Cheng Limited as the Auditor and to hold office until the conclusion of the next annual general meeting of the Company.

### **RESOLUTIONS (4), (5) AND (6) ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate, Repurchase Mandate and Extension Mandate.

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## LETTER FROM THE BOARD

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### **Issue Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the Issue Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees or Directors of the Company and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of up to 20% of the total number of Shares in issue as at the date of passing the resolution in relation to the Issue Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details of the Repurchase Mandate and the Extension Mandate are set out in the paragraphs below.

As at the Latest Practicable Date, the Company has an aggregate of 3,640,627,457 Shares in issue. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of passing the resolution in relation to the Issue Mandate, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 728,125,491 Shares.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by Shareholders.

### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of Shares in issue as at the date of passing the resolution in relation to the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of passing the resolution in relation to the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 364,062,745 Shares.

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## LETTER FROM THE BOARD

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### **Extension Mandate**

Subject to the passing of the ordinary resolutions of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by adding such number of Shares repurchased by the Company under the Repurchase Mandate.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate, the Repurchase Mandate and the Extension Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the Issue Mandate, Repurchase Mandate and Extension Mandate (as the case may be) by ordinary resolution of the Shareholders in the general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **AGM**

A notice convening the AGM to be held at the Conference Room, 14/F., Office Building, Caiyuan Plaza, 87 Jiefang South Road, Yingze district, Taiyuan, Shanxi Province, the PRC on Monday, 25 September 2023 at 10:00 a.m. is set out on pages 16 to 21 of this circular. Resolutions will be proposed at the AGM to approve, among other things, the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditor for the year ended 31 March 2023, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 19 September 2023.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### **RECOMMENDATION**

The Directors consider the proposed adoption of audited consolidated financial statements and reports of Directors and Auditor, the re-election of retiring Directors, the re-appointment of the Auditor and the granting of the Issue Mandate, Repurchase Mandate and Extension Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### **GENERAL**

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board of  
**Dadi International Group Limited**  
**Wu Xiaoming**  
*Interim Chairman*

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

### **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the GEM Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the proposed resolution approving the Repurchase Mandate is passed.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,640,627,457 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 364,062,745 fully paid Shares, representing approximately 10% of the number of Shares in issue as at the date of passing of the resolution.

### **3. REASONS FOR THE REPURCHASE**

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

### **4. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with Bermuda law and the memorandum of association of the Company and the Bye-laws.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2023, being the date of its latest published audited consolidated accounts. It is not the present intention of the Directors to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

|  | <b>Highest</b> | <b>Lowest</b> |
|--|----------------|---------------|
|  | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2022</b>                              |                |               |
| June                                     | 0.060          | 0.018         |
| July                                     | 0.043          | 0.024         |
| August                                   | 0.037          | 0.029         |
| September                                | 0.038          | 0.022         |
| October                                  | 0.028          | 0.019         |
| November                                 | 0.025          | 0.018         |
| December                                 | 0.040          | 0.019         |
| <b>2023</b>                              |                |               |
| January                                  | 0.026          | 0.020         |
| February                                 | 0.024          | 0.018         |
| March                                    | 0.020          | 0.016         |
| April                                    | 0.020          | 0.014         |
| May                                      | 0.022          | 0.015         |
| June (up to the Latest Practicable Date) | 0.017          | 0.015         |

## 6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, 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 (as defined in the Takeovers Code) 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, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, 1,027,985,995 Shares were held by Dadi International Holdings Co., Ltd, which is beneficially and wholly owned by 山西省環境集團有限公司, which is in turn beneficially and 90% owned by 山西大地環境投資控股有限公司, which is in turn beneficially and wholly owned by 山西省國有資本運營有限公司. As such, each of 山西省國有資本運營有限公司, 山西大地環境投資控股有限公司, 山西省環境集團有限公司 is deemed to be interested in the Shares held by Dadi International Holdings Co., Ltd. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest would be increased from 28.24% to approximately 31.37% of the total number of Shares in issue.

Such increase would give rise to a general offer obligation under the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the GEM Listing Rules.

## **7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and be eligible to offer themselves for re-election at the AGM are set out below:

**(1) Mr. Wu Xiaoming (“Mr. Wu”)**

Mr. Wu, aged 61, is the interim chairman of the Board, the executive vice chairman and the chief executive officer of the Company and is experienced in financing and practice in business management, team building, corporate strategy development and implementation in large corporations. He also has in-depth knowledge and operational experience in investments and development of large-scale projects. Mr. Wu holds a master degree in economics and management from the Party School of Shaanxi Provincial Committee of CPC (中共陝西省委黨校), and is also a senior economist and engineer. Mr. Wu was appointed as the chief executive officer, an executive Director, the executive vice chairman and the interim chairman of the Board of the Company, on 28 April 2016, 30 September 2016, 3 April 2018 and 28 June 2023, respectively. Mr. Wu is also a member of the remuneration committee and the chairman of the nomination committee of the Company. Mr. Wu is also a director of each of the following subsidiaries of the Company, namely, Dadi International Culture Media Holdings Limited, Dadi Great Wall Financial Holdings Limited and Dadi International Environmental Investment Limited.

Mr. Wu has entered into a service contract with the Company for his appointment as an executive Director and a member of the remuneration committee of the Company for a term of three years commencing from 1 October 2022, subject to retirement by rotation and re-election, in accordance with the Bye-laws. Mr. Wu is entitled to receive director’s fee of HK\$50,000 per month pursuant to the service agreement and salary of HK\$170,000 per month, which have been determined by the Board with reference to his qualifications and contributions to the Board.

As at the Latest Practicable Date, Mr. Wu was interested in 41,240,000 Shares, representing approximately 1.13% of the issued share capital thereof, within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Wu did not hold any directorship in the last three years in other public companies of which the securities are listed on any securities market in Hong Kong or overseas. He does not have any relationship with any other Directors, senior management of the Company, Substantial Shareholders or controlling Shareholders.



**(2) Mr. Ju Mengjun (“Mr. Ju”)**

Mr. Ju, aged 67, has extensive journalistic (including interviewing, editing and reviewing of news), international research and management experience. During his over 30 years of employment with Xinhua News Agency, Mr. Ju has served various positions (including principal journalist, assistant to editor-in-chief, deputy chief editor and officer of the editor-in-chief office, etc.) in different departments and branches of Xinhua News Agency (including the international department and its Eurasia office, the Moscow Branch, the Alma Ata Branch and the editor-in-chief office of the headquarters). Mr. Ju also served as the president of Asia Pacific Branch and Hong Kong Branch of Xinhua News Agency. Mr. Ju served as an executive director of Xinhua News Media Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 309) from May 2011 to January 2018 and served as a co-chairman from June 2011 to January 2018. Mr. Ju graduated from the Department of Russian Language and Literature of Beijing University, has studied at Pushkin State Russian Language Institute, Moscow and has been a post-graduate. Mr. Ju was appointed as a non-executive Director with effective from 22 December 2020.

Mr. Ju has entered into a service agreement with the Company for a term of three years commencing from 22 December 2020, which may be terminated by either party giving to the other not less than one month’s prior notice in writing. Mr. Ju is entitled to receive director’s fee of HK\$30,000 per month pursuant to the service agreement with discretionary bonus which will be determined by the Board after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and the levels of remuneration for peers in the market.

Save as disclosed above, Mr. Ju does not hold any other position in the Group, and did not hold any directorship in the last three years in other public companies of which the securities are listed on any securities market in Hong Kong or overseas. Mr. Ju does not have any relationship with any other Directors, senior management of the Company, Substantial Shareholders or controlling Shareholders. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

**(3) Dr. Jin Lizuo (“Dr. Jin”)**

Dr. Jin, aged 65, has been a supervisor of China International Capital Corporation Limited (a company listed on the Stock Exchange, stock code: 3908) since May 2015; participated in its establishment and was a member of its preparatory group from 1994 to 1995. Dr. Jin served as an independent non-executive director of Beijing Enterprises Environment Group Limited (formerly known as Beijing Development (Hong Kong) Limited) (a company listed on the Stock Exchange, stock code: 154) since September 2004, and a director of NetBrain Technologies Inc. since August 2012. He served as the chairman of Beijing Integrity Financial Consulting Company (北京中和應泰財務顧問有限公司) from 1997 to 2004; and was awarded the “Most Influential Independent Director” (最具影響力獨立董事獎) at the 5th Session Golden Round Table Award campaign for the Board of Directors of Listed Companies in China in 2009. Dr. Jin obtained a bachelor’s degree in economics from Peking University in the PRC in January 1982 and a doctoral degree in economics from Oxford University in the United Kingdom in November 1993; he also served as the founding president of the Chinese Economic Association (UK) from 1988 to 1989 and the chief councilor of Shanghai Institute of Law & Economics (上海法律與經濟研究所理事長). Dr. Jin was appointed as an independent non-executive Director on 11 February 2020. He is also a member of each of the nomination committee, remuneration committee and audit committee of the Company.

Dr. Jin has entered into a letter of appointment with the Company for a term of three years commencing from 11 February 2023, which may be terminated by either party giving to the other not less than one month’s prior notice in writing. Dr. Jin is entitled to receive director’s fee of HK\$30,000 per month pursuant to the letter of appointment after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and the levels of remuneration for peers in the market. His directorship is subject to retirement by rotation and re-election at general meetings of the Company in accordance with the Bye-laws.

Save as disclosed above, Dr. Jin does not hold any other position in the Group, and did not hold any directorships in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas. Dr. Jin does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and does not have any interest in the shares of the Company or other members of the Group within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of the above Directors.

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## NOTICE OF AGM

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### DADI INTERNATIONAL GROUP LIMITED

### 大地國際集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8130)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Dadi International Group Limited (the “**Company**”) will be held at the Conference Room, 14/F., Office Building, Caiyuan Plaza, 87 Jiefang South Road, Yingze district, Taiyuan, Shanxi Province, the People’s Republic of China on Monday, 25 September 2023 at 10:00 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company and its subsidiaries for the year ended 31 March 2023.
2.
  - (a) To re-elect Mr. Wu Xiaoming as an executive Director;
  - (b) To re-elect Mr. Ju Mengjun as a non-executive Director;
  - (c) To re-elect Dr. Jin Lizuo as an independent non-executive Director; and
  - (d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

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4. To consider and, if thought fit, pass the following resolution with or without amendment:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”) in force from time to time; or (iv) any issue of Shares 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, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the number of Shares in issue on the date of the passing of this resolution; and

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## NOTICE OF AGM

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(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF AGM

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5. To consider and, if thought fit, pass the following resolution with or without amendment:

**“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable law of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. To consider and, if thought fit, pass the following resolution with or without amendment:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

Yours faithfully  
For and on behalf of  
the board of directors of  
**Dadi International Group Limited**  
**Wu Xiaoming**  
*Interim Chairman*

Hong Kong, 3 July 2023

***Registered office:***

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

***Head office and principal place of  
business in Hong Kong:***

Office Unit No.02 on 31st Floor  
Office Tower, Convention Plaza  
No.1 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting (the “AGM”) convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under any share option scheme or any scrip dividend scheme of the Company which may be approved by its shareholders from time to time.

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## NOTICE OF AGM

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4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Company and the shareholders of the Company as a whole. 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 GEM Listing Rules is set out in Appendix I to the circular of the Company dated 3 July 2023.
5. Any voting at the AGM shall be taken by poll.
6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 19 September 2023.
7. As at the date of this notice, the Board comprises of an executive Director, namely Mr. Wu Xiaoming, two non-executive Directors, namely Mr. Ju Mengjun and Mr. Zhang Xiongfeng, and three independent non-executive Directors, namely Dr. Zhang Wei, Mr. Law Yui Lun and Dr. Jin Lizuo.