

**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 stockbroker, or other licensed securities dealer, bank manager, solicitors, 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 accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)**

**PROPOSED CHANGE OF AUDITORS  
AND  
NOTICE OF SGM**

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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 3 to 6 of this circular. A notice convening the SGM of DIT Group Limited to be held at Room 7708A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 20 September 2023 at 10:00 a.m. is set out on pages SGM-1 to SGM-2 of this circular.

A form of proxy for use at the SGM is also enclosed with this circular. Whether or not you are able to attend and vote at the SGM, 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 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the SGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

30 August 2023

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the meaning defined below:*

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“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)
“Director(s)”	director(s) of the Company
“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”	25 August 2023, 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 of Hong Kong Limited
“Proposed Change of Auditors”	the proposed change of auditors involving the proposed appointment of Zhonghui Anda as auditors of the Company following the resignation of PwC subject to the approval of the Shareholders at the SGM
“PwC”	PricewaterhouseCooper
“SGM”	the special general meeting of the Company to be convened and held to consider and, if appropriate, to approve the Proposed Change of Auditors
“SGM Notice”	the notice of SGM which is set out on pages SGM-1 to SGM-2 of this circular

## DEFINITIONS

“Share(s)”	share(s) of a par value of HK\$0.40 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhonghui Anda”	ZHONGHUI ANDA CPA Limited

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:*

LIU Weixing (*Chairman*)

GUO Weiqiang (*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

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

Unit No. 7708A, 77th Floor

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

30 August 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITORS  
AND  
NOTICE OF SGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 4 August 2023 in relation to the Proposed Change of Auditors. The purpose of this circular is to provide you with details of the Proposed Change of Auditors and to give you the notice of SGM to be convened.

## LETTER FROM THE BOARD

### PROPOSED CHANGE OF AUDITORS

As disclosed in the announcement dated 4 August 2023, the Company has received a letter of resignation from PwC informing that they would resign as auditors of the Company with effect from 4 August 2023. The reason for the resignation was due to that the Company cannot reach consensus on the fees with PwC.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board, there is no requirement under the laws of Bermuda for the resigning auditors to confirm whether or not there is any circumstance connected to their resignation which they consider should be brought to the attention of the Shareholders and creditors. PwC has not issued such confirmation.

The Board confirms that there is no disagreement between PwC and the Company, and there are no other matters in respect of the Proposed Change of Auditors that need to be brought to the attention of the Shareholders and creditors of the Company and the Stock Exchange.

The Board, with the recommendation from the Audit Committee, further announces that Zhonghui Anda will be appointed as the new auditors of the Company to fill the casual vacancy following the resignation of PwC, subject to the approval of the Shareholders at the SGM to be held and convened and will hold office until the conclusion of the next annual general meeting of the Company.

The Board proposes to seek the approval of the Shareholders by way of an ordinary resolution at the SGM to approve the Proposed Change of Auditors. The Proposed Change of Auditors shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM.

The Audit Committee, after having discussions with PwC and reviewed the letter of resignation, is satisfied that all the underlying reasons leading to PwC's resignation have been duly disclosed in the announcement and this circular. The Audit Committee has reviewed the capabilities and resources of Zhonghui Anda including their industry knowledge and technical competence, and whether they have adequate resources to perform a quality audit within the agreed time frame and the Audit Committee is satisfied that Zhonghui Anda is independent, competent and capable (including manpower, expertise, time and other resources) to perform a quality audit.

### SGM

A notice convening the SGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Change of Auditors is set out on pages SGM-1 to SGM-2 of this circular.

## **LETTER FROM THE BOARD**

To the best knowledge of the Directors, no Shareholders have a material interest in the Proposed Change of Auditors and accordingly, no Shareholders will have to abstain from voting at the SGM.

A form of proxy is enclosed for use at the SGM. Whether or not you are able to attend and vote at the SGM, 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 17M Floor, 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 SGM or any adjournment thereof. The lodging of a form of proxy will not preclude you from subsequently attending the SGM or any adjournment thereof and voting in person should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the SGM must be taken by poll except where the chairman of the SGM, 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, the resolution to be considered and, if thought fit, passed at the SGM will be voted by way of poll by the Shareholders.

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

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 15 September 2023 to Wednesday, 20 September 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, 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 Thursday, 14 September 2023.

### **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**

**RECOMMENDATION**

The Directors consider that the Proposed Change of Auditors is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the SGM.

By order of the Board  
**DIT Group Limited**  
**Liu Weixing**  
*Chairman and Executive Director*



NOTICE OF SGM



**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 SGM**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of DIT Group Limited (the “Company”) will be held at Room 7708A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 20 September 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** ZHONGHUI ANDA CPA Limited be and is hereby appointed as the auditors of the Company and its subsidiaries to fill the vacancy occasioned by the resignation of PricewaterhouseCoopers, to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company (the “**Directors**”) be and is hereby authorised to fix the remuneration of the auditors of the Company.”

By order of the Board

**DIT Group Limited**

**Liu Weixing**

*Chairman and Executive Director*

Hong Kong, 30 August 2023

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

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

Unit No. 7708A, 77th Floor  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

## NOTICE OF SGM

*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint one, or if such member is a holder of more than one Share, more proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. In order to be valid, the form of proxy must be duly lodged at 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 together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for the SGM or any adjourned meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
5. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting, the vote of the such holder so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
6. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjourned meeting, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 8:00 a.m. on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the website of the Company at <http://dit.aconnect.com.hk> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned SGM.
8. Pursuant to the Listing Rules, the voting on the resolution(s) at the SGM will be conducted by way of poll.

*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.*