IMPORTANT

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

If you have sold or transferred all your shares in Modern Innovative Digital Technology Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

MODERN INNOVATIVE DIGITAL TECHNOLOGY COMPANY LIMITED
新 質 數 字 科 技 有 限 公 司
(Incorporated in Bermuda with limited liability)
(Stock Code: 2322)

PROPOSALS IN RELATION TO
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

The Notice of Annual General Meeting of Modern Innovative Digital Technology Company Limited to be held at Suite 2206-10, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 September 2026 at 3:00 p.m. is set out on pages 19 to 23 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy to the Company's Branch Registrar in Hong Kong, Tricor Investor Services 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 holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting and voting in person should you so wish.

7 September 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Suite 2206-10, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 September 2026 at 3:00 p.m.
"Annual Report"	the annual report of the Company for the year ended 31 March 2026
"Board"	the board of Directors of the Company
"Bye-Laws"	the bye-laws of the Company
"close associate(s)"	having the meaning ascribed thereto under the Listing Rules
"Company"	Modern Innovative Digital Technology Company Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange
"core connected person(s)"	having the meaning ascribed thereto under the Listing Rules
"Director(s)"	the directors of the Company
"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
"Issuance Mandate"	mandate to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution no. 5 set out in Appendix III – Notice of AGM to this circular

"Latest Practicable Date"	2 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	mandate to repurchase up to a maximum of 10% of the total issued Shares of the Company as at the date of passing the relevant resolution no. 4 set out in Appendix III – Notice of AGM to this circular
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	share(s) of HK$0.02 each in the capital of the Company
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"%"	per cent

MODERN INNOVATIVE DIGITAL TECHNOLOGY COMPANY LIMITED
新 質 數 字 科 技 有 限 公 司
(Incorporated in Bermuda with limited liability)
(Stock Code: 2322)

Non-executive Director
Mr. Ma Weihua *(Chairman)*

Executive Directors:
Ms. Zheng Juhua
Ms. Cao Li
Mr. Lui Chun Pong

Independent Non-executive Directors:
Mr. Chi Chi Hung, Kenneth
Mr. Chen Chao
Mr. Law Hok Yu
Mr. Lee Ka Kiu Derek

Registered Office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Suite 2206-10, 22nd Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

7 September 2026

To the Shareholders,

Dear Sir or Madam,

PROPOSALS IN RELATION TO
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate as ordinary resolutions, and to give you notice of the AGM.

The notice of Annual General Meeting is set out in Appendix III to this circular and contains full text of all the resolutions to be proposed at the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

At each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation pursuant to the Company's Bye-law 87. Any director appointed by the Board to fill a casual vacancy shall hold office only until the forthcoming AGM of the Company and shall then be eligible for re-election at that meeting pursuant to the Company's Bye-law 86. In addition, the Listing Rules provide that every Director should be subject to retirement by rotation at least once every three years.

According to the above provisions, Mr. Ma Weihua, being Chairman of the Board and non-executive Director, Ms. Cao Li and Mr. Lui Chun Pong, being executive Directors, and Mr. Chen Chao, Mr. Law Hok Yu and Mr. Lee Ka Kiu Derek, being independent non-executive Directors, will retire at the AGM.

All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee is also of the view that each of Mr. Ma Weihua, Ms. Cao Li, Mr. Lui Chun Pong, Mr. Chen Chao, Mr. Law Hok Yu and Mr. Lee Ka Kiu Derek would bring to the Board their own perspective, skills and experience, as further described in their respective biographies in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of Mr. Ma Weihua, Ms. Cao Li, Mr. Lui Chun Pong, Mr. Chen Chao, Mr. Law Hok Yu and Mr. Lee Ka Kiu Derek can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including their in-depth knowledge in corporate finance, financial management, corporate governance, investments strategies, international experience and connections in various industries.

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

PROPOSED RE-APPOINTMENT OF AUDITORS

Reanda HK CPA Limited, which has audited the consolidated financial statements of the Company for the year ended 31 March 2026, will retire as the auditor at the AGM and, being eligible, offer themselves for re-appointment.

An ordinary resolution will be proposed at the AGM to re-appoint Reanda HK CPA Limited as the independent auditor to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 March 2027. The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 March 2027 is expected to be in the range of approximately HK$700,000 to HK$900,000.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and Reanda HK CPA Limited. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor.

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

Ordinary resolutions will be proposed at the AGM to approve the granting of general mandates, that is the Repurchase Mandate to repurchase up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution and the Issuance Mandate to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution, to the Directors and to extend the Issuance Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the total number of issued Shares of the Company was 4,420,600,000 Shares of HK$0.02 each. Subject to the passing of the resolutions approving the Repurchase Mandate and Issuance Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 442,060,000 Shares under the Repurchase Mandate and to allot, issue or deal with 884,120,000 new Shares under the Issuance Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in relevant resolution set out in the notice of AGM contained in Appendix III to this circular. In accordance with the Listing Rules, an explanatory statement containing the required information to enable Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

AGM

The AGM will be held at Suite 2206-10, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 September 2026 at 3:00 p.m. The AGM notice is set out on Appendix III to this circular.

From Thursday, 24 September 2026 to Tuesday, 29 September 2026, both days inclusive, the register of members of the Company will be closed for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible for attending and voting 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 23 September 2026.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Branch Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

VOTING BY POLL AT THE AGM

Pursuant to Rules 13.39(4) and (5) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, 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), and an announcement on the poll results of the general meeting must be made by the Company after the general meeting as soon as possible. Accordingly, all resolutions to be proposed at the AGM as set out in the notice of the AGM will be voted by poll and an announcement on the poll results of the AGM will be made by the Company as soon as possible after conclusion of the AGM.

RECOMMENDATION

The Board is pleased to recommend all of the retiring Directors to stand for re-election by Shareholders as Directors. The Directors also consider that the proposed resolutions set out in the notice of AGM, including the Repurchase Mandate and the granting and the extension of the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the notice of the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Directors Proposed to be Re-elected) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

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.

Yours faithfully,
For and on behalf of the Board
Modern Innovative Digital Technology Company Limited
Mr. Ma Weihua
Chairman

Details of the Directors who will retire and be proposed to be re-elected at the AGM are provided below.

Mr. Ma Weihua, aged 78, is a non-executive Director and the Chairman of the Board of Directors of the Company. Mr. Ma has been a member of the Board since August 2024. He was a former executive director, president and CEO of China Merchants Bank Co., Limited. He has a doctor's degree in economics. He has served as the chairman of the board of directors for Wing Lung Bank Ltd., CIGNA & CMC Life Insurance Company Ltd. and China Merchants Fund Management Co. Ltd. He was a member to the 10th National People's Congress and a member of the 11th and the 12th National Committee of the People's Political Consultative Conference of China. He is currently the chairman of Global Philanthropy Institute（國際公益學院）, chairman of SusallWave Digital Technology (Shenzhen) Co., Ltd., chairman of Alliance of Social Value Investment（社會價值投資聯盟）and chairman of One Foundation（壹基金）. He is also adjunct professors of several top universities including Peking University and Tsinghua University. In March 2019, Mr. Ma was appointed as special advisor to the China office of the United Nations Development Programme and the chairman of the Financing Advisory Committee of Sustainable Development Goals of the United Nations, and was appointed as a member of the United Nations Sustainable Development Goal Impact Steering Group in April in the same year. In July 2021, Mr. Ma was appointed as a member of Mainland China Advisory Group by the Stock Exchange.

Mr. Ma currently serves as independent non-executive directors of China Gas Holdings Limited (stock code: 384) and Haidilao International Holding Limited (stock code: 6862), and all of the above-mentioned companies are listed on the Main Board of the Stock Exchange. He also served as a supervisor of Fuyao Glass Industry Group Co., Limited (a company listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange) (stock codes: 3606 and 600660) from October 2019 to August 2025. Mr. Ma was an independent non-executive director of Legend Holdings Corporation (stock code: 3396) from June 2015 to June 2024 and was the chairman and a non-executive director of Bison Finance Group Limited (stock code: 888) from May 2018 to September 2023, and all of the above-mentioned companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Ma does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ma does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

He is appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK$1,000,000 per annum, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, there is no other information in relation to Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters regarding the re-election of Mr. Chi that needs to be brought to the attention of the Shareholders.

Ms. Cao Li, aged 42, is an executive Director. Ms. Cao has been a member of the Board since December 2024. She graduated from the Central South Branch of Wuhan University of Science and Technology (武漢科技大學中南分校), majoring in advertising planning. Ms. Cao has served as general manager of several hotels and has extensive experience in business management, administration, and formulating strategies on corporate operations and development.

Save as disclosed above, and Ms. Cao is currently the directors of certain subsidiaries of the Group, Ms. Cao does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Cao does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Ms. Cao is appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. Her director's remuneration amounts to HK$20,000 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, there is no other information in relation to Ms. Cao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters regarding the re-election of Ms. Cao that needs to be brought to the attention of the Shareholders.

Mr. Lui Chun Pong, aged 57, is an executive Director. Mr. Lui has been a member of the Board since July 2026. Mr. Lui obtained a Bachelor of Arts degree from the University of Hong Kong, a Bachelor of Laws degree from Manchester Metropolitan University in the United Kingdom, a Master of Laws degree from the Chinese University of Hong Kong, a Master of Accountancy degree from Charles Sturt University in Australia, and an Executive Master of Business Administration degree from the City University of Hong Kong. Mr. Lui is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Taxation Institute of Hong Kong, the Chartered Governance Institute and the Hong Kong Chartered Governance Institute.

Mr. Lui has over 30 years of experience in finance, security and property industry. Mr. Lui held senior positions at a number of Hong Kong companies listed on the Main Board of the Stock Exchange. Mr. Lui is currently a non-executive director of JY Gas Limited (stock code: 1407) and Twintex Investment Holdings Limited (stock code: 6182), listed on the Main Board of the Stock Exchange and China Ocean Group Development Limited (stock code: 8047), listed on the GEM Board of the Stock Exchange.

Mr. Lui was a non-executive director of Silkwave Inc (stock code: 471), listed on the Main Board of the Stock Exchange during the period from 28 February 2022 to 26 November 2025.

Mr. Lui also serves the community through his participation in promoting sports and youth and student's affairs in Hong Kong. Mr. Lui was a director of Hong Kong Baseball Association (2018-2024) and Hong Kong United Youth Association (2014/2015); a member of Student Affairs Sub-committee of the Association of Chartered Certified Accountants (2014-2024) and the Budget Proposal Subcommittee of the Hong Kong Institute of Certified Public Accountants (2017/2018). Mr. Lui is currently a director of The Institute of Securities Dealers.

Save as disclosed above, Mr. Lui does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lui does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Lui is appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK$30,000 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, there is no other information in relation to Mr. Lui that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters regarding the re-election of Mr. Lui that needs to be brought to the attention of the Shareholders.

Mr. Chen Chao, aged 37, is an independent non-executive Director and the chairman of the Remuneration Committee of the Company. Mr. Chen has been a Board member since October 2024. He holds a bachelor's degree in Communication Engineering and a master's degree in Applied Mathematics from the United Kingdom. He is currently the deputy director of Super Computing and Artificial Intelligence Computing Professional Committee of China Communications Industry Association. He has extensive experience in artificial intelligence, and has coordinated a number of artificial intelligence modelling and computing projects in the industry. Mr. Chen worked in a UK based hedge fund from 2013 to 2015, and worked in a Chinese hedge fund from 2015 to 2019. He is currently working in a Chinese artificial intelligence enterprise since 2019.

Save as disclosed above, Mr. Chen does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chen does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Chen is appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK$20,000 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, there is no other information in relation to Mr. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters regarding the re-election of Mr. Chen that needs to be brought to the attention of the Shareholders.

Mr. Law Hok Yu, aged 36, is an independent non-executive Director and the chairman of the Nomination Committee of the Company. Mr. Law has been a Board member since June 2026. Mr. Law obtained a Bachelor of Business Administration in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and has over 10 years of experience in auditing, accounting and corporate finance.

Mr. Law is currently an executive director and company secretary of Mexan Limited (stock code: 22) since March 2026 and April 2026, respectively. He is also an executive director and company secretary of China New Holdings Limited (formerly known as Royal Century Resources Holdings Limited) (stock code: 8125) since May 2024 and the company secretary and authorised representative of Xinming China Holdings Limited (stock code: 2699) since March 2026. Mr. Law has been an independent non-executive director of OneConstruction Group Limited (Nasdaq stock code: ONEG) since its listing in December 2024. He previously served as an executive director and company secretary of Hang Yick Holdings Company Limited (stock code: 1894) since May 2024 to August 2026. He was company secretaries of Amasse Capital Holdings Limited (stock code: 8168) from February 2026 to June 2026, and Dreameast Group Limited (former stock code: 593) from 14 October 2025 to 27 January 2026, the shares of which were previously listed on the Main Board of the Stock Exchange and subsequently delisted on 27 January 2026.

Save as disclosed above, Mr. Law does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Law does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Law is appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK$10,000 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, there is no other information in relation to Mr. Law that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters regarding the re-election of Mr. Law that needs to be brought to the attention of the Shareholders.

Mr. Lee Ka Kiu Derek, aged 28, is an independent non-executive Director. Mr. Lee has been a Board member since August 2026. Mr. Lee graduated from the University of Hong Kong with a Bachelor of Business Administration (Law) degree and a Bachelor of Laws degree, majoring in both accounting and law has an academic background and experience in accounting and law and has obtained a Postgraduate Certificate in Laws. Mr. Lee has two years working experience in Lam & Co., a solicitors' firm in Hong Kong. He has been involved in the management and administration of various local and community organizations and has years of experience in organizing and managing large-scale public events, include serving as a vice coordinator and spokesperson for Ap Lei Chau Hung Shing Cultural Festival（鴨脷洲洪聖傳統文化節）and he actively participated in the promotion of the festival.

Save as disclosed above, Mr. Lee does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lee does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Lee is appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK$15,000 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, there is no other information in relation to Mr. Lee that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters regarding the re-election of Mr. Lee that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

SHARE CAPITAL AND EXERCISE OF THE REPURCHASE MANDATE

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 4,420,600,000 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 442,060,000 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its shareholders. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of shares repurchased by the Company.

FUNDING OF REPURCHASES

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the Listing Rules and the applicable laws and regulations of Bermuda and Hong Kong.

Bermuda law provides that the purchase of shares may only be effected out of the capital paid up on the shares to be repurchased, out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares of the Company made for the purpose of the repurchase. Any premium payable over the par value of the shares of the Company to be repurchased must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the 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 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 Rule 26 and Rule 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, the following persons were directly or indirectly interested in 5% or more of the total number of issued Shares of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase".

	Before repurchase	**After repurchase**
Superb Smart Limited *(Note (i))*	18.88%	20.98%
Ms. Zheng Juhua *(Note (i))*	18.88%	20.98%
Dragon Mind Holdings Limited *(Note (ii))*	7.72%	8.57%
Managecorp Limited *(Note (ii))*	7.72%	8.57%
Mr. Zhang Lirui *(Note (ii))*	7.72%	8.57%

Notes:

(i) 834,767,140 shares were held by Superb Smart Limited, a company wholly and beneficially owned by Ms. Zheng Juhua, an executive Director. Accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO.

(ii) 341,132,000 shares were held by Dragon Mind Holdings Limited which is wholly-owned by a discretionary trust of which Mr. Zhang Lirui ("**Mr. Zhang**") is the settlor and Managecorp Limited (the "**Managecorp**") is the trustee, and accordingly, Mr. Zhang and Managecorp are deemed to be interested in the relevant shares under the SFO.

As at the Latest Practicable Date, Ms. Zheng Juhua, an executive Director and was beneficially interested in 834,767,140 Shares, representing approximately 18.88% in the total number of issued Shares of Company through her controlled corporations. On the basis that no Shares are allotted and issued or repurchased prior to the date of AGM, in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Ms. Zheng Juhua would increase to approximately 20.98%. The Directors are not aware of any such consequences which would arise under the Takeovers Code as a result of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate would, to the knowledge of the Directors, have such a consequence, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

DISCLOSURE OF INTEREST

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associates of the Directors, have any present intention to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

SHARES REPURCHASES MADE BY THE COMPANY

No repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

MARKET PRICES OF SHARES

The highest and lowest market prices for Shares recorded on the Stock Exchange during each of the previous twelve months were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
July	0.425	0.390
August	0.435	0.233
September	0.216	0.126
October	0.137	0.106
November	0.130	0.106
December	0.123	0.093
2026		
January	0.145	0.116
February	0.119	0.103
March	0.105	0.083
April	0.106	0.085
May	0.105	0.093
June	0.095	0.082
July	0.088	0.071
August	0.079	0.062
September (up to the Latest Practicable Date)	0.054	0.053

MODERN INNOVATIVE DIGITAL TECHNOLOGY COMPANY LIMITED
新質數字科技有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 2322)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Annual General Meeting**") of Modern Innovative Digital Technology Company Limited (the "**Company**") will be held at Suite 2206-10, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 September 2026 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 March 2026;

2. (a) To re-elect Mr. Ma Weihua as non-executive director of the Company;

   (b) To re-elect Ms. Cao Li as executive director of the Company;

   (c) To re-elect Mr. Lui Chun Pong as executive director of the Company;

   (d) To re-elect Mr. Chen Chao as independent non-executive director of the Company;

   (e) To re-elect Mr. Law Hok Yu as independent non-executive director of the Company;

   (f) To re-elect Mr. Lee Ka Kiu Derek as independent non-executive director of the Company; and

   (g) To authorise the board of directors of the Company to fix the remuneration of the directors;

3. To re-appoint Reanda HK CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

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

"**THAT**

(a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares (the "**Shares**") of the Company on The Stock Exchange of Hong Kong Limited (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 and all applicable laws, be and is hereby generally and unconditionally approved;

(b) the total number of issued Shares to be repurchased pursuant to the approval in paragraph (a) above during the relevant period shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of 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 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 of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting.";

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

"**THAT**

(a) pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange, the exercise by the directors (the "**Directors**") of the Company during the Relevant Period (as defined below) 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 and options which would or might require Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where Shares are offered or warrants, options or other securities giving rights to subscribe for Shares are offered or issued to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, the total number of additional Shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with shall not in total exceed 20% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this resolution, "**Relevant Period**" means the period from 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 of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting.";

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

"**THAT** the general mandate granted to the Directors pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total number of issued Shares of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such number of Shares since the granting of such general mandate referred to in the above resolution no. 4, provided that such number of Shares shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution.".

By order of the Board
Modern Innovative Digital Technology Company Limited
Mr. Ma Weihua
Chairman

Hong Kong, 7 September 2026

Registered Office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Suite 2206-10, 22nd Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Notes:

(a) As at the date hereof, the Board comprises Mr. Ma Weihua as the Chairman and the non-executive Director; Ms. Zheng Juhua, Ms. Cao Li and Mr. Lui Chun Pong as the executive Directors; and Mr. Chi Chi Hung, Kenneth, Mr. Chen Chao, Mr. Law Hok Yu and Mr. Lee Ka Kiu Derek as the independent non-executive Directors.

(b) Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

(c) The Register of Members of the Company will be closed from Thursday, 24 September 2026 to Tuesday, 29 September 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to attend the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 September 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is therefore Tuesday, 29 September 2026.

(d) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. 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.

(e) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or the adjournment thereof.

(f) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the meeting. Where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.