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If you have sold or transferred all your shares in DINGYI GROUP INVESTMENT LIMITED (the “**Company**”), you should at once hand this circular with the enclosed proxy form to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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DINGYI GROUP INVESTMENT LIMITED

鼎億集團投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 508)

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 September 2019 at 3:00 p.m. is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

31 July 2019

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DEFINITIONS

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 held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 September 2019 at 3:00 p.m., a notice of which is set out on pages 17 to 21 of this circular
“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
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	DINGYI GROUP INVESTMENT LIMITED, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Convertible Bonds”	including (i) the outstanding convertible bonds issued by the Company on 17 February 2017, 14 March 2017, 28 April 2017, 5 June 2017, 28 June 2017 and 30 June 2017 respectively, in the aggregate principal amount of HK\$410.8 million at HK\$0.85 per conversion share pursuant to each of the conditional subscription agreements under general mandate dated 23 December 2016, 21 February 2017 (as supplemented by the supplemental agreement dated 3 March 2017) and 3 March 2017 and the extension letters dated 3 March 2017 and 11 May 2017 respectively, details of which are set out in the announcements of the Company dated 23 December 2016, 20 February 2017, 21 February 2017, 3 March 2017, 15 March 2017, 28 April 2017, 11 May 2017, 5 June 2017, 28 June 2017 and 30 June 2017, respectively; and (ii) the outstanding convertible bonds issued by the Company on 26 March 2018 in the aggregate amount of HK\$980 million at HK\$0.80 per conversion share pursuant to the acquisition agreement dated 21 June 2017 between the Company and Mr. Li Kwong Yuk (the chairman and executive Director of the Company), details of which are set out in the announcement of the Company dated 21 June 2017, 29 December 2017, 15 March 2018 and 26 March 2018, and the circular of the Company dated 28 February 2018 and 31 July 2018

DEFINITIONS

“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate, approvals of which are to be sought at the AGM
“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 PRC
“Issue Mandate”	a general and unconditional mandate granted to the Directors to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue of the Company at the date of the passing of such resolution at the AGM
“Latest Practicable Date”	26 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate granted to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of Shares in issue of the Company at the date of the passing of such resolution at the AGM
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme and other such schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Shares(s)”	the ordinary share(s) of HK\$0.01 par value each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 21 September 2012
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



DINGYI GROUP INVESTMENT LIMITED

鼎億集團投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 508)

Executive Directors:

Mr. LI Kwong Yuk (*Chairman*)
Mr. SU Xiaonong (*Chief Executive Officer*)
Dr. WANG Zhi
Mr. LI Zhongxia

Registered Office:

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

Independent Non-executive Directors:

Mr. CHOW Shiu Ki
Mr. CAO Kuangyu
Mr. IP Chi Wai

***Principal Place of Business
in Hong Kong:***

Unit 2708, 27/F.
Convention Plaza – Office Tower
1 Harbour Road
Wanchai, Hong Kong

31 July 2019

*To the Shareholders and for information only,
the holders of share options and convertible bonds of the Company*

Dear Sir or Madam,

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions will be proposed at the AGM to (i) grant of the General Mandates; (ii) re-election of the Directors, and (iii) the refreshment of Scheme Mandate Limit, and to give you notice of AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandates.

Issue Mandate

An ordinary resolution will be proposed at the AGM which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares at any time until the next annual general meeting of the company (the “**Next AGM**”) following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the resolution.

Assuming no further Shares are issued or repurchased prior to the AGM and based on the total number of Shares in issue of 7,353,060,715 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 1,470,612,143 new Shares under the Issue Mandate. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the assumption that (i) all 1,695,260,000 outstanding share options are exercised; (ii) all Convertible Bonds convertible into 1,708,235,294 Shares are converted in full prior to the AGM; and (iii) that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of the passing of the ordinary resolution granting the Issue Mandate will be 10,756,556,009 Shares and therefore, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 2,151,311,201 Shares, representing 20% of the number of Shares in issue at the time of the passing of the ordinary resolution. In addition, an ordinary resolution will be proposed to authorise extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

Repurchase Mandate

An ordinary resolution will also be proposed at the AGM which, if passed, will give the Directors a general and unconditional mandate to repurchase the Shares at any time until the Next AGM following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 10% of the total number of Shares in issue of the Company at the date of the passing of the resolution.

Assuming no further Shares are issued or repurchased prior to the AGM and based on the issued share capital of the Company of 7,353,060,715 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 735,306,071 Shares under the Repurchase Mandate. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the assumption that (i) all 1,695,260,000 outstanding share options are exercised; (ii) all Convertible Bonds convertible into 1,708,235,294 Shares are converted in full prior to the AGM; and (iii) that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of the

LETTER FROM THE BOARD

passing of the ordinary resolution granting the Repurchase Mandate will be 10,756,556,009 Shares and therefore, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,075,655,600 Shares, representing 10% of the number of Shares in issue at the time of the passing of the ordinary resolution.

In addition, if the Repurchase Mandate is granted, another ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the total number of Shares in issue of the Company at the date of the granting of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors. According to the Bye-law 112 of the Bye-Laws, Mr. Su Xiaonong, Mr. Cao Kuangyu and Mr. Ip Chi Wai shall retire from office by rotation and, being eligible, will offer themselves for re-election. The particulars of the Directors to be re-elected at the AGM are set out in Appendix II to this circular.

4. REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 21 September 2012. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the terms of the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares that may be issued upon exercise of all the share options which may be granted under the Share Option Scheme shall not exceed 716,541,365 Shares, being 10% of the Shares in issue as at the date of approval of the refreshment of Scheme Mandate Limit on 18 September 2018.

During the period from 18 September 2018, the date of approval of the refreshment of Scheme Mandate Limit, to the Latest Practicable Date, (i) 716,300,000 share options were granted on 11 April 2019 to the eligible participants under the Share Option Scheme; (ii) 2,000,000 share options granted on 3 February 2015 were exercised (iv) no share options were re-classified, lapsed and cancelled.

As at the Latest Practicable Date, there was a total of 1,695,260,000 outstanding share options since adoption of the Share Option Scheme entitling the holders thereof to subscribe for 1,695,260,000 Shares, representing 23.06% of the total number of Shares in issue. Unless the Scheme Mandate Limit is refreshed, the Company may only grant share options to subscribe for up to 241,365 Shares, representing approximately 0.003% of the total number of Shares in issue pursuant to the Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 7,353,060,715 Shares in issue. Assuming no further Shares are issued or repurchased during the period from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of the passing of the ordinary resolutions will be 7,353,060,715 Shares. Accordingly it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit at the AGM, the refreshed Scheme Mandate Limit under AGM would be 735,306,071 Shares; and on the assumption that (i) all 1,695,260,000 outstanding shares options are exercised, (ii) all Convertible Bonds convertible into 1,708,235,294 Shares are converted in full prior to the AGM, and (iii) no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of the passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 10,756,556,009 Shares and therefore, the refreshed Scheme Mandate Limit under the AGM would be 1,075,655,600 Shares, representing 10% of the number of Shares in issue at the date of the passing of the ordinary resolution.

In order to provide the Company with greater flexibility in granting options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in the notice of AGM will be proposed to seek Shareholders' approval at the AGM to refresh the Scheme Mandate Limit of the Share Option Scheme to 10% of the Shares in issue as at the date of passing of the resolution.

Pursuant to the terms of the Share Option Scheme and in accordance with Chapter 17 of the Listing Rules, the Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this results in the 30% limit being exceeded.

Assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue at the date of the passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 7,353,060,715 Shares and therefore, the refreshed Scheme Mandate Limit at the AGM would be 735,306,071 Shares, representing 10% of the number of Shares in issue at the date of the passing of the ordinary resolution, in respect of which options may be granted under the Scheme Mandate Limit as refreshed together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date for an aggregate of 1,695,260,000 Shares would exceed the 30% limit as at the Latest Practicable Date. In compliance with Chapter 17 of the Listing Rules, the Directors shall not grant any share options to such extent which will result in the 30% limit being exceeded if the refreshment of the Scheme Mandate Limit is approved at the AGM.

In order to ensure that no share options shall be granted to the extent which will result in the 30% limit being exceeded, the Board will put in place a specific guideline with corresponding designated duties to the Remuneration Committee to follow, such that the members of the Remuneration Committee shall review and monitor the proposed number of share options to be granted on each occasion ("**Proposed Grant**"), before they should recommend the Proposed Grant to the Board for approval. When carrying out their review and monitoring works, the Remuneration Committee shall be provided by the management

LETTER FROM THE BOARD

the detailed schedules giving the sum of all outstanding share options remaining exercisable and the proposed number of share options that may granted under the Scheme Mandate Limit, so as to reconcile that the total number of share options then become outstanding will not exceed the 30% limit of the Shares already in issue. In all circumstances, the Remuneration Committee may consult the internal control functions and the compliance lawyers of the Company whenever they consider necessary in the discharge of their duties in this regard.

The Directors consider that it is in the best interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further share options under the Share Option Scheme so as to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees.

The adoption of the refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Option Scheme under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the share options that may be granted pursuant to the Share Option Scheme under the Scheme Mandate Limit as refreshed.

5. AGM

The AGM will be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 September 2019 at 3:00 p.m.. The notice convening the AGM is set out on pages 17 to 21 of this circular.

A proxy form for use at the AGM and any adjournment thereof is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

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

LETTER FROM THE BOARD

6. VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at the general meetings must be taken by poll except where the Chairman, 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. An announcement of the results of the poll will be published after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. 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.

8. RECOMMENDATIONS

The Directors consider that the proposed (i) grant the General Mandates, and (ii) re-election of the Directors, are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Your attention is also drawn to the information set out in the appendices to this circular.

By Order of the Board
DINGYI GROUP INVESTMENT LIMITED
LI Kwong Yuk
Chairman and Executive Director

The explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 7,353,060,715 Shares.

Subject to the passing of the proposed ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 735,306,071 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date, during the Relevant Period as referred to in ordinary resolution no. 5 of the notice of AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Repurchases of the Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws and the applicable laws of Bermuda. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Bermuda laws provide that the Shares may be repurchased out of the profits of the Company and/or out of the proceed of a fresh issue of the Shares made for this purpose and/or even out of the capital paid up on the repurchased Shares.

4. GENERAL

There might be a material adverse effect on the working capital or gearing level of the Company (as compared with the position disclosed in the Company's latest published audited financial statement for the year ended 31 March 2019) in the event that the Repurchase Mandate is exercised in full at time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstance, have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. SHARE PRICES

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

	Highest Price HK\$ (Note)	Lowest Price HK\$ (Note)
2018		
July	0.890	0.650
August	0.740	0.570
September	0.660	0.500
October	0.580	0.440
November	0.580	0.485
December	0.600	0.450
2019		
January	0.570	0.490
February	0.650	0.450
March	0.500	0.420
April	1.020	0.410
May	0.550	0.325
June	0.435	0.345
July (up to the Latest Practicable Date)	0.385	0.315

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and the Bye-Laws and the applicable laws of Bermuda.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company or its subsidiaries, as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person, as defined in the Listing Rules, of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchases Mandate is exercised.

7. TAKEOVERS CODE

If, as a result of a repurchase of the Shares by the Company, 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. LI Kwong Yuk, the chairman of the Company and an Executive Director, was interested in 3,867,675,405 Shares, representing approximately 52.60% of the issued share capital of the Company, through (i) his personal interests in 251,195,000 Shares, representing approximately 3.42% of the issued share capital of the Company, (ii) Wincon Capital Investment Limited, the controlling Shareholder and wholly and beneficially owned by Mr. Li, which was interested in 3,605,005,405 Shares, representing approximately 49.03% of the issued share capital of the Company, and (iii) Wincon Assets Management Limited, wholly and beneficially owned by Mr. Li, which was interested in 11,475,000 Shares, representing approximately 0.16% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the shareholding of Mr. Li in the issued share capital of the Company will be increased to approximately 58.44% and such an increase would not give rise to an obligation to make a mandatory offer under rule 26 of the Takeover Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will results in the number of shares in the hand of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company repurchased a total of 10,200,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Dates of purchase	Number of Shares Repurchased	Purchase price per Share	
		Highest HK\$	Lowest HK\$
2 July 2019	1,400,000	0.375	0.370
3 July 2019	500,000	0.370	0.370
4 July 2019	600,000	0.3675	0.3675
8 July 2019	2,700,000	0.360	0.345
9 July 2019	600,000	0.345	0.345
10 July 2019	400,000	0.350	0.345
11 July 2019	1,600,000	0.350	0.350
12 July 2019	600,000	0.340	0.340
15 July 2019	600,000	0.330	0.325
22 July 2019	200,000	0.325	0.325
25 July 2019	<u>1,000,000</u>	0.320	0.320
Total:	<u>10,200,000</u>		

The following are the particulars of the Directors proposed to be re-elected at the AGM in accordance with the Listing Rules:

MR. SU XIAONONG (“MR. SU”)

Qualifications and experience

Mr. Su, aged 55, joined the Company as executive Director and chief executive officer of the Company (the “Chief Executive Officer”) on 27 October 2011. He is also a member of the remuneration committee (the “Remuneration Committee”) and directors of various subsidiaries of the Company. Mr. Su graduated from East China College of Political Science and Law in 1986. He has been director or management of various venture capital, private equity and investment consultancy companies in the PRC, including worked at 深圳市國發投資管理有限公司 (Shenzhen Gofar Investment Management Co., Ltd., being its unofficial English translation) from April 2003 to November 2007. Mr. Su currently works at 深圳市中聯易業投資顧問有限公司 (Shenzhen Union Venture Capital Consulting Co., Ltd., being its unofficial English translation) and 深圳市鼎億萬通投資有限公司 (Shenzhen Dingyi Wantong Investment Co., Ltd., being its unofficial English translation). He is also a partner and vice president of Shenzhen Dingyi Venture Capital L.P..

Save as disclosed above, Mr. Su did not hold any directorships in other listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date, nor does he have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Su has personal interests of 14,655,000 Shares and 70,000,000 share options which entitle him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.477 per Share and 50,000,000 Shares at the exercise price of HK\$0.456 per Share. Save as disclosed above, Mr. Su does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Others

Mr. Su entered into a service agreement with the Company in October 2011 for an initial term of two years and automatically renewed for one year from the expiry date of the appointed period until terminated by either party by giving at least three months’ notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The emolument in connection with Mr. Su’s positions as Executive Director and the chairman of the Company is HK\$466,000 per annum which was determined by the Remuneration Committee with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders nor any information relating to Mr. Su that is required to be disclosed pursuant to any requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. CAO KUANGYU (“MR. CAO”)**Qualifications and experience**

Mr. Cao, aged 68, joined the Company as independent non-executive Director on 12 December 2014. He is also a member of the Audit Committee and the Remuneration Committee. Mr. Cao holds a Bachelor Degree in Economics from the University of Hunan and a Master Degree in Financial Management from the University of London. Mr. Cao has extensive experience in the areas of banking and finance. He worked in Bank of China, Hunan Province branch for the period from July 1981 to February 1996 and his last position was the deputy president of the branch. For the period from February 1996 to September 1999, Mr. Cao was the deputy general manager of Bank of China, Singapore branch. For the period from September 1999 to September 2003, he was the president of China Citic Bank, Shenzhen branch. Then he worked as the managing director of the investment banking division of BOCI Asia Limited from September 2003 to September 2007. Mr. Cao was an independent non-executive director of Huili Resources (Group) Limited (stock code: 1303) from December 2011 to September 2017, a company listed on the Stock Exchange. Mr. Cao is currently an independent non-executive director of NEW SILKROAD CULTURAL TANGENT LIMITED (stock code: 472), Dongwu Cement International Limited (stock code: 695) and MACROLINK CAPITAL HOLDINGS LIMITED (stock code: 758), all of which are companies listed on the Stock Exchange.

Save as disclosed above, Mr. Cao did not hold any directorships in other listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date, nor does he have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Cao did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Others

Mr. Cao entered into a service agreement with the Company in December 2014 for an initial term of two years and renewable automatically for one year from the expiry date of the appointed period until terminated by either party by giving at least three months' notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The emolument in connection with Mr. Cao's positions as Independent Non-executive Director is HK\$120,000 per annum which was determined by the Remuneration Committee with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders nor any information relating to Mr. Cao that is required to be disclosed pursuant to any requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. IP CHI WAI (“MR. IP”)**Qualifications and experience**

Mr. Ip, aged 51, joined the Company as independent non-executive Director on 31 March 2016. He is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. He graduated from The University of Hong Kong with a Degree of a Bachelor of Laws. He is a qualified solicitor in Hong Kong and has more than 20 years of experience in the legal profession. Mr. Ip is currently an independent non-executive director of Asia Standard Hotel Group Limited (stock code: 292) and Wealthy Way Group Limited (stock code: 3848), both of which are companies listed on the Main Board of the Stock Exchange. He was an independent non-executive director of China Bio Cassava Holdings Limited (stock code: 8129) from September 2000 to November 2013, a company listed on the Growth Enterprise Market of the Stock Exchange.

Save as disclosed above, Mr. Ip did not hold any directorships in other listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date, nor does he have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Ip did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Others

Mr. Ip entered into a service agreement with the Company in March 2016 for an initial term of two years and renewable automatically for one year from the expiry date of the appointed period until terminated by either party by giving at least three months' notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The emolument in connection with Mr. Ip's positions as Independent Non-executive Director is HK\$150,000 per annum which was determined by the Remuneration Committee with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders nor any information relating to Mr. Ip that is required to be disclosed pursuant to any requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



DINGYI GROUP INVESTMENT LIMITED

鼎億集團投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 508)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) will be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 September 2019 at 3:00 p.m. for the following purposes:–

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditor (the “**Auditor**”) of the Company for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. SU Xiaonong as Executive Director.
 - (b) To re-elect Mr. CAO Kuangyu as Independent Non-executive Director.
 - (c) To re-elect Mr. Ip Chi Wai as Independent Non-executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditor and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT**:–
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with shares of HK\$0.01 par value each (the “**Shares**”) in the capital of the Company or securities convertible into the Shares, options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements, options and warrants, which might require the exercise of such power be and is hereby generally and unconditionally approved;

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- (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 power after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nomination amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or otherwise dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or (iv) any issue of the 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 the Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, and the said approval 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 (the “**Next AGM**”);
- (ii) the expiration of the period within which the Next AGM is required by the Bye-Laws, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.”

“**Rights Issue**” means an offer of the Shares, or offer or issue of warrants, options or other securities giving right to subscribe for the Shares, open for a period fixed by the Directors to eligible holders of the Shares on the register on a fixed record date in proportion to their then holdings of the 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, 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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5. “**THAT**:-

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase 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 of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Bye-Laws, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cents of the aggregate issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes 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 AGM;
 - (ii) the expiration of the period within which the Next AGM is required by the Bye-Laws, the Companies Act or any other applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** subject to ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above.”
7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of share options under the share option scheme adopted by the Company on 21 September 2012 (the “**Share Option Scheme**”) be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any

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options to be granted under the Share Option Scheme and any other schemes of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company), shall not exceed 10% of the total number of Shares in issue of the Company at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with Shares of the Company pursuant to the exercise of such share options.”

By order of the Board
DINGYI GROUP INVESTMENT LIMITED
LI Kwong Yuk
Chairman and Executive Director

Hong Kong, 31 July 2019

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal place of business in Hong Kong:

Unit 2708, 27/F.
Convention Plaza – Office Tower
1 Harbour Road
Wanchai, Hong Kong

Notes:

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he holds two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a Shareholder.
2. A proxy form for use at the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.
3. To be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude the Shareholder from attending and voting in person at the AGM.
4. In the case of joint registered holders of any Share(s), the proxy form may be signed by any joint registered holder, but if more than one joint registered holders are present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of Shareholders in respect of the relevant jointly registered Shares(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
5. The register of members of the Company will be closed from Thursday, 12 September 2019 to Wednesday, 18 September 2019 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 11 September 2019.

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6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the AGM, the AGM will not be held on that day and will be adjourned. The Company will publish an announcement on the website of Company at <http://www.dingyi.hk/> and on the HKEx news website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

As at the date hereof, the Board comprises Mr. LI Kwong Yuk (Chairman), Mr. SU Xiaonong (Chief Executive Officer), Dr. WANG Zhi and Mr. LI Zhongxia as Executive Directors; and Mr. CHOW Shiu Ki, Mr. CAO Kuangyu AND Mr. IP Chi Wai as Independent Non-executive Directors.