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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)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
AMENDMENTS TO THE TERMS AND CONDITIONS OF
THE CONVERTIBLE BONDS**

Reference is made to the Announcement of the Company in relation to, among other things, the Amendments. Unless otherwise stated herein, capitalized terms used in this supplemental announcement have the same meanings as defined in the Announcement.

The Board wishes to provide further information in relation to the Amendments as follows.

As at the date of the Announcement, the Company has a total of 7,357,008,015 Shares in issue. Assuming there is no further issue or repurchase of the Shares, based on the Conversion Price and assuming full conversion of the Convertible Bonds at the Conversion Price, the Convertible Bonds will be convertible into 328,823,529 Shares, representing approximately 4.47% of the issued share capital of the Company as at the date of the Announcement and approximately 4.28% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares upon full conversion of the Convertible Bonds.

The Conversion Shares that need to be issued to the Bondholder by the Company upon conversion of the Convertible Bonds will be covered by the General Mandate. Under the General Mandate, the Company is authorised to issue up to 1,470,612,143 Shares until it is revoked, varied or expired. From the date of the grant of the General Mandate up to the date of the Announcement, (i) none of the General Mandate have been utilized and (ii) the General Mandate has not been revoked or varied and remains valid and exercisable. Thus the maximum number of new Shares which could be issued by the Company under the General Mandate is 1,470,612,143 Shares as at the date of the Announcement.

The Company will monitor the situation to ensure that any future corporate exercises of the Company (including but not limited to placement of Shares and new issue of convertible securities, rights issue and open offer) pursuant to the General Mandate, if implemented, would not at any time exceed the General Mandate limit including the Amendment.

DEFINITIONS

In this supplemental announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Announcement”	An announcement of the Company dated 13 March 2020 in relation to the Amendments
“Conversion Price”	the conversion price of the Convertible Bonds, initially being HK\$0.85 per Conversion Share
“Conversion Share(s)”	ordinary shares of HK\$0.01 each fall to be allotted and issued upon the exercise of the conversion rights attaching the Convertible Bonds
“General Mandate”	the general and unconditional mandate granted to the Directors by way of an ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 18 September 2019 to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of that resolution
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company

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

Hong Kong, 18 March 2020

As at the date of this announcement, the Board comprises Mr. LI Kwong Yuk (Chairman), Mr. SU Xiaonong (Chief Executive Officer), 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.