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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)

AMENDMENTS TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS

Reference is made to the Convertible Bonds Issuance Announcements in relation to, among other things, the issue of convertible bonds in the principal amount of HK\$63,750,000 due 2020 (the “Convertible Bonds C”, and more described in the section headed Definitions in this announcement). As at the date of this announcement, the Convertible Bonds C in the principal amounts of HK\$63,750,000 remain outstanding and are held by the Bondholder. Unless otherwise stated herein, capitalized terms used in this announcement shall have the same meanings as defined in the Convertible Bonds Issuance Announcements.

AMENDMENTS TO THE CONVERTIBLE BONDS

On 15 June 2020, with the approval of the Bondholder, the Company executed the Amendment Deed to amend, subject to the approval of the Stock Exchange pursuant to Rule 28.05 of the Listing Rules, the Terms and Conditions in relation to the maturity date and the conversion period of the Convertible Bonds C.

Details of the Amendments pursuant to the Amendment Deed are set out as follows:

Convertible Bonds C

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| (i) the maturity date shall be: | extended from 5 June 2020 to 30 June 2021 |
| (ii) the conversion period of the convertible bonds shall be: | the period commencing from the issue date of the convertible bonds (i.e. 5 June 2017) to 30 June 2021 |

Save for the Amendments, all other principal terms of the Convertible Bonds C as disclosed in the Convertible Bonds Issuance Announcements remain unchanged.

The Bondholder has granted to the Company a waiver in respect of any failure of the Company to pay the principal or interest on the Convertible Bonds C when due under the Terms and Conditions to the extent necessary and solely to effect the Amendments.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible debt securities. The Company will apply for the approval of the Stock Exchange for the Third Amendments under Rule 28.05 of the Listing Rules.

As at the date of this 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 C at the Conversion Price, the Convertible Bonds C will be convertible into 75,000,000 Shares (the “Conversion Shares”), representing approximately 1.02% of the issued share capital of the Company as at the date of this announcement and approximately 1.01% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares upon full conversion of the Convertible Bonds C.

The Conversion Shares that need to be issued to the Bondholder by the Company upon conversion of the Convertible Bonds C 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 this 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 Amendments.

REASONS FOR AND BENEFITS OF THE AMENDMENTS

The extension of the maturity date under the Amendment Deed provides the Group with flexibility in relation to the deployment of financial resources to fund its operation and development as well as planning of its working capital requirements. In the absence of such extension, the Company will have to deploy its cash reserves and/or other financial resources for the redemption of the outstanding Convertible Bonds C on the original maturity date, being 5 June 2020.

In light of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Amendment Deed are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

DEFINITIONS

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

“Amendments”	the amendments to the Terms and Conditions pursuant to the Amendment Deed in relation to the maturity date, the conversion period and the interest rate of the Convertible Bonds C
“Amendment Deed”	the deed of amendments dated 15 June 2020 executed by the Company and the Bondholder in relation to the Amendments
“Bondholder”	holder of the Convertible Bonds C
“Convertible Bonds C”	the convertible bonds in the principal amount of HK\$63,750,000 due in 2020 issued by the Company on 5 June 2017, further details of which are set out in the Convertible Bonds Issuance Announcements
“Convertible Bonds Issuance Announcements”	the announcements of the Company dated 23 December 2016, 20 February 2017, 21 February 2017, 3 March 2017, 15 March 2017, 13 March 2020, 18 March 2020, 23 March 2020 and 27 May 2020 in relation to, among other things, the issue of the Convertible Bonds

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

Hong Kong, 15 June 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.