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

If you have sold or transferred all your shares in DINGYI GROUP INVESTMENT LIMITED, 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) MAJOR TRANSACTION
RELATING TO
FORMATION OF JOINT VENTURE COMPANIES
AND
(II) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 6 February 2018 at 3:00 p.m. is set out on pages 28 to 29 of this circular.

Whether or not you are able to attend the SGM, 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 22, 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 SGM 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 SGM or any adjournment thereof (as the case may be) should you so wish.

19 January 2018

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DEFINITIONS

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

“Aggregated Transactions”	Transaction 1 and Transaction 2
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“CCIL”	中核新能投資有限公司 (China CNNE Investment Limited*), a company incorporated under the laws of the PRC and an independent third party
“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
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Formation of JV1”	the proposed arrangement between CCIL and Hoping Medical in relation to the equity interest of the JV1 pursuant to the terms of the JV Agreement 1
“Formation of JV2”	the proposed arrangement between CCIL and Hoping Medical in relation to the equity interest of the JV2 pursuant to the terms of the JV Agreement 2
“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
“Hoping Medical”	和佳醫療投資管理(浙江)有限公司 (Hoping Medical Investment Limited (Zhejiang)*), a company incorporated under the laws of PRC and indirect wholly-owned subsidiary of the Company

DEFINITIONS

“JV1”	中核新能醫葯有限公司, a company incorporated under the laws of the PRC (with entire equity interests of which was owned by CCIL as at the date of the JV Agreement 1) and, pursuant to the terms of the JV Agreement 1, equity interests in which will be owned as to 70% by CCIL and 30% by Hoping Medical
“JV2”	中核新能質子醫療投資控股有限公司, a company incorporated under the laws of the PRC (with entire equity interests of which was owned by CCIL as at the date of the JV Agreement 2) and which, pursuant to the terms of the JV Agreement 2, will be owned as to 76.92% by CCIL and 23.08% by Hoping Medical
“JV1 Interest(s)”	corresponding equity interest in the JV1 for capital contribution of RMB1 each to the JV1
“JV2 Interest(s)”	corresponding equity interest in the JV2 for capital contribution of RMB1 each to the JV2
“JV Agreement 1”	the joint venture agreement entered into between Hoping Medical, CCIL and JV1 on 12 May 2017 for the Formation of JV1
“JV Agreement 2”	the joint venture agreement entered into between Hoping Medical, CCIL and JV2 on 14 June 2017 for the Formation of JV2
“Latest Practicable Date”	16 January 2018, 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
“Percentage Ratio(s)”	the percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SGM”	the special general meeting of the Company to be convened for the purpose of approving the Transaction 2
“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
“Subscription”	the subscription relating to the convertible bonds in the aggregate amount of HK\$850 million issued by the Company to the subscribers pursuant to the subscription agreements dated 23 December 2016 and 3 March 2017 and the extension letters dated 3 March 2017 and 11 May 2017, entered into between the Company and the subscribers, details of which are set out in the announcements of the Company dated 23 December 2016, 20 February 2017, 3 March 2017, 28 April 2017, 11 May 2017, 5 June 2017, 28 June 2017 and 30 June 2017, respectively
“Transaction 1”	the Formation of JV1 pursuant to the JV Agreement 1
“Transaction 2”	the Formation of JV2 pursuant to the JV Agreement 2
“WCIL”	Wincon Capital Investment Limited, the controlling Shareholder, which owns as to approximately 55.61% of the issued Shares as at the Latest Practicable Date
“%”	per cent.

For reference only, amounts in RMB set out in this circular which have been converted into HK\$ are for illustrative purpose only. No representation is made that any amount in RMB had been or could be converted into HK\$ of relevant amount.

** For identification purpose only*

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*)
Mr. CHEUNG Sze Ming
Ms. LIU Yutong
Mr. ZHENG Xiantao

Independent Non-executive Directors:

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

Registered Office:

Canon's Court
22 Victoria Street
Hamilton, HM 12
Bermuda

Principal Place of Business

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

19 January 2018

To the Shareholders

Dear Sir or Madam,

**(I) MAJOR TRANSACTION
RELATING TO
FORMATION OF JOINT VENTURE COMPANIES
AND
(II) NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcements of the Company dated 12 May 2017 and 14 June 2017 in relation to (i) the Formation of JV1 with business scope of JV1 covers investment advisory services, wholesale and retails of pharmaceutical, the development, transfer, provision of advices and services on the field on pharmaceutical technologies; and (ii) the Formation of JV2 with business scope of JV2 covers investment in hospitals and medical projects especially in proton medical center projects; medical technology research and development including proton accelerator and supporting scientific laboratory equipment; medical network technology development; medical robot research and development; hospital management; medical equipment technology development, advice and services. The purpose of this circular is to provide you with, among others, (i) further details of the Transaction 2; and (ii) a notice of SGM.

LETTER FROM THE BOARD

Proton therapy is a non-invasive and painless treatment option that involves using a focused ray of proton particles to destroy cancerous tumors. The treatment offers patients a precise, high dose of radiation to pinpoint cancer cells with less damage to surrounding healthy organs and tissues. Studies on clinical outcomes have shown that proton therapy can help to increase survival, reduce the risk of secondary cancers, result in fewer acute and long-term conditions as well as debilitating short-term side effects for patients with cancers of the breast, esophagus, liver, lung and head and neck.

With the economic growth and governments' support, the upgrade of health care industry will continue to stimulate the progress of the medical industry and the potential of the development is huge for the next decade. According to the "Healthy China 2030 Planning Outline" (the "**Planning Outline**") promulgated by the Central Government and the State Council of the PRC on 25 October 2016, the key indicator for the total size of healthcare industry is expected to reach over RMB8 trillion by 2020 and increase to RMB16 trillion by 2030. The Planning Outline acknowledged, among others, (i) the aging population, urbanization, changes in disease spectrum have created new challenges to the health of the people; and (ii) the contradiction between the overall lack of supply of health services and the growing demand continues to be prominent. According to the Planning Outline, the government will, among others, take the momentum by institutional reforms and innovation, developing health industry with raising population health as a core goal. It is anticipated that such policies will lead to optimization of the pharmaceutical environment, technological improvement and upgrading the healthcare industry as a whole. Hence, there will be a lot of potential opportunities in the proton medical industry in the future. On the other hand, as the proton medical industry requires high technical requirement, poses significant entry barriers and most of the products are exclusive varieties, there is competitive advantage for the proton medical industry. Based on the foregoing, the corporate profit margin and demand for proton medical industry will tend to be much higher than the traditional pharmaceutical industry.

LETTER FROM THE BOARD

2. THE JV AGREEMENT 1

The material terms of the JV Agreement 1 are summarized below:

Date

12 May 2017

Parties

1. CCIL;
2. Hoping Medical; and
3. JV1.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of CCIL and its ultimate beneficial owner is a third party independent of the Company and connected persons of the Company as at the date of the JV Agreement 1.

Subscription of JV1 Interests and Funding Commitments of the Parties

As at the date of the JV Agreement 1, CCIL was the sole holder of the entire equity interests (being 50,000,000 JV1 Interests) of the JV1. The JV1 was newly set-up on 26 January 2017 and has not carried out any prior business when the JV Agreement 1 was entered into for the purpose of the Transaction 1.

Pursuant to the terms of the JV Agreement 1, CCIL and Hoping Medical shall subscribe for an aggregate of 250,000,000 new JV1 Interests and contribute in cash to the JV1 in the following manner:

	Subscription of JV1 Interests	Subscription amount	Resultant cumulative JV1 Interests held by each party (and % of equity interests in the JV1 held by each party) immediately after the Transaction 1	
CCIL	160,000,000 JV1 Interests	RMB160,000,000	210,000,000 JV1 Interests (Note)	(70%)
Hoping Medical	90,000,000 JV1 Interests	RMB90,000,000	90,000,000 JV1 Interests	(30%)

Note: Inclusive of the 50,000,000 JV1 Interests held by CCIL as the date of the JV Agreement 1.

LETTER FROM THE BOARD

The Company has reviewed the preliminary development plans and budgets for the JV1. The capital contribution in the JV1 will be mainly used for the cost associated with land and production plant, equipment acquisition and general working capital, which is necessary for operation of the above joint venture company. Accordingly, as at the date of the JV Agreement 1, the total commitment of capital contribution to be made to the JV1 was estimated to be RMB250,000,000 (equivalent to approximately HK\$282,250,000), of which RMB90,000,000 (equivalent to approximately HK\$101,610,000) to be contributed by the Company. The capital requirement of the JV1 was determined by arm's length negotiation between the parties taking into account the development plan and prospect of the JV1. Out of the total commitment of RMB250,000,000, with reference to rental of comparable land and estimated leasing period, approximately RMB50,000,000 will be used in lease of the land in Jinan, Shandong, the PRC for construction of the production plant for radioactive drugs. The remaining commitment will be used in setting up the production plant, purchasing equipment and costs associated with drug registration. It is expected that the land construction will be completed by the third quarter of 2018. The setting up of the production plant will be completed by the third quarter of 2019 and the production lines will come into operation in the third quarter of 2021.

The Company financed its investment in the JV1 by the net proceeds from the Subscription. As at the Latest Practicable Date, Hoping Medical has injected its committed amount under the JV Agreement 1 into the JV1.

Corporate Governance of the JV1

The board of directors of the JV1 will consist of 3 directors, 1 of which will be nominated by Hoping Medical and 2 of which will be nominated by CCIL.

The JV1 shall also have one supervisor, which will be nominated by Hoping Medical. According to the PRC Company Law, such supervisor will be responsible for, among others, reviewing the financial statements and monitoring the board of directors of the JV1.

The JV Agreement 1 contains restrictive provisions (such as pre-emptive rights) in relation to the transfer of the equity interests by the parties.

LETTER FROM THE BOARD

Dividend Policy

Dividends shall be declared and payable in cash to all shareholders of the JV1 in accordance with customary business and commercial practice, by taking into account the earning ability as well as the maintenance of the reserves of the JV1 at a proper level from time to time.

3. REASONS FOR AND BENEFITS OF THE TRANSACTION 1

The Group has always been seeking investment opportunities with growth potential. The Board is of the view that there is great business potential in the business of pharmaceutical technologies. CCIL, the joint venture partner of the JV1, is also focusing on new energy and nuclear technology applications in the field of health care and radioactive drugs. Leveraging on the expertise of CCIL, the Formation of JV1 provides a platform for the Group to expand and explore new investment projects in the investment advisory services, wholesale and retails of pharmaceutical, the development, transfer, provision of advices and services on the field on pharmaceutical technologies.

The JV1 will focus on the wholesale and retailing of pharmaceutical products that can be used for the purposes of medical diagnosis or therapy, such as cancer curing medicines. The JV1 will establish a production plant in Jinan, Shandong, the PRC which will involve application of pharmaceutical technologies which targeted to produce radioactive drugs. Upon obtaining necessary licenses, certificates and approvals, the JV1 will commence production of radioactive drugs for wholesale and retailing purpose.

The pharmaceutical products are expected to be sold through distributors and/or by direct sales to hospitals, health check and diagnosis centres, healthcare institutions, medical practitioners and specialists nationwide in the PRC. The extensive business network of the group of companies of CCIL enables the JV1 to reach a diverse customer base. Moreover, through direct sales to medical institutions, it allows the JV1 to establish and maintain direct relationships with surgeons to the frontline of medical practice and the application of products offered. As such, clinical data and feedback from surgeons will facilitate the JV1 in devising marketing strategies and the development of new pharmaceutical products in response to market demands.

LETTER FROM THE BOARD

The management team of the JV1 possesses practical working experience in nuclear and pharmaceutical industry. The general manager of the JV 1 was the former deputy general manager of China Isotope & Radiation Corporation (中國同輻股份有限公司) which principally engaged in the isotope and irradiation processing industry and he has over ten years of working experience in the field of nuclear medicine. The JV1 has employed many expertises in this field and CCIL has sent their expertises for operation of the JV1. The JV1 will also consider to appoint additional personnel who possesses relevant working experience, technical knowledge and understanding in nuclear science, pharmaceutical and healthcare industry, alongside with the management experience of the Board, to ensure efficient operations of the JV1.

The construction of the production plant by the JV1 includes the setup of the factory and production lines which is expected to be completed in 2018. It is expected to obtain good manufacturing practice certification by 2020 and will commence its trial production for obtaining necessary pharmaceutical licenses in 2021. According to the business development plan of the JV1, the JV1 will begin to generate some trading income in 2019 through the distribution of pharmaceutical products and/or proton medicines to hospitals, healthcare institutions and pharmacies in the PRC. Sales and production of proton medicines of the JV1 will proceed in two phases with over 20 proton medicines in aggregate to be introduced by end of 2023 tentatively. It is expected that tentatively, by mid of 2021, the first phase of production of proton medicines will commence and will bring revenues and profits to the Group. Following introduction of first batch of medicines, the JV1 will expect to have a steadily revenue growth and will generate profits in the coming years.

Given the above, the Board considers that Transaction 1 would enable the Group to strengthen and expand its source of revenue and diversify the Group's revenue base. Accordingly, the Board considers that terms of the JV Agreement 1 are fair and reasonable and on normal commercial terms and that the Transaction 1 is in the interest of the Company and the Shareholders as a whole.

4. THE JV AGREEMENT 2

The material terms of the JV Agreement 2 are summarized below:

Date

14 June 2017

Parties

1. CCIL;
2. Hoping Medical; and
3. JV2.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of CCIL and its ultimate beneficial owner is a third party independent of the Company and connected persons of the Company as at the date of the JV Agreement 2.

Subscription of JV2 Interests and Funding Commitments of the Parties

The JV2 was newly set-up on 23 November 2016 and has not carried out any prior business when the JV Agreement 2 was entered into for the purpose of the Transaction 2.

Pursuant to the terms of the JV Agreement 2, the total amount of registered capital of the JV2 will be RMB650,000,000. Each of CCIL and Hoping Medical, shall subscribe for the JV2 Interests and contribute in cash to the JV2 in the following manner:

	Subscription of JV2 Interests	Subscription amount	Resultant cumulative JV2 Interests held by each party (and % of equity interests in the JV2 held by each party) immediately after the Transaction 2	
CCIL	500,000,000 JV2 Interests	RMB500,000,000	500,000,000 JV2 Interests	(76.92%)
Hoping Medical	150,000,000 JV2 Interests	RMB150,000,000	150,000,000 JV2 Interests	(23.08%)

The Company has reviewed the preliminary development plans and budgets for the JV2. The capital contribution in the JV2 is mainly for the cost associated with land, equipment acquisition and general working capital, which is necessary for operation of the above joint venture company. Accordingly, as at the date of the JV Agreement 2, the total commitment of capital contribution to be made to the JV2 is estimated to be RMB650,000,000 (equivalent to approximately HK\$746,200,000), of which RMB150,000,000 (equivalent to approximately HK\$172,200,000) will be contributed by the Company. The capital requirement of the JV2 was determined by arm's length negotiation between the parties taking into account the development plan and prospect of the JV2. The total commitment of capital contribution will be used in setting up proton medical centres which includes acquisition of proton medical treatment equipment and related software and the cost in the setup of the medical treatment centres. It is expected that the completion of the setup will take place in around three years.

The Company financed its investment in the JV2 from the net proceeds from the Subscription. As at the Latest Practicable Date, Hoping Medical has injected its committed amount under the JV Agreement 2 into the JV2.

LETTER FROM THE BOARD

Corporate Governance of the JV2

The board of directors of the JV2 will consist of 3 directors, 1 of which will be nominated by Hoping Medical and 2 of which will be nominated by CCIL, for a term of 3 years.

Dividend Policy

Dividends shall be declared and payable in cash to all shareholders of the JV2 in accordance with customary business and commercial practice, by taking into account the earning ability as well as the maintenance of the reserves of the JV2 at a proper level from time to time.

5. REASONS FOR AND BENEFITS OF THE TRANSACTION 2

The Group has always been seeking investment opportunities with growth potential. The Board is of the view that there is great business potential in the business of proton medical technologies. CCIL, the joint venture partner of JV2, is also focusing on new energy and nuclear technology applications in the field of health care, radioactive drugs and high-end equipment. Leveraging on the expertise of CCIL, the Formation of JV2 provides a platform for the Group to expand and explore new investment projects in hospitals and medical projects especially in proton medical center projects; medical technology research and development including proton accelerator and supporting scientific laboratory equipment; medical network technology development; medical robot research and development; hospital management; medical equipment technology development, advice and services.

The JV2 will look for and buy out a few hospitals in different provinces of the PRC and generate income through managing these hospitals, setup and operate proton treatment medical centres (the “**Proton Medical Projects**”), amidst the implementation of medical technology research and development including proton accelerator and supporting scientific laboratory equipment. In carrying out the Proton Medical Projects, the JV2 will establish proton medical centres in Jinan (Shandong Province) and Yiwu (Zhejiang Province) in the PRC for providing proton diagnosis and therapy. The Proton Medical Projects are expected to provide specialised medical services, such as cancer diagnosis, imaging and cancer treatment by proton therapy at early and subsequent stages. Patients will be solicited by the JV2 or through referral from hospitals and medical institutions, including but not limited to hospitals under management of the JV2. The JV2 will provide proton treatments to its patients and patients of nearby local hospitals.

LETTER FROM THE BOARD

CCIL will support in the design and setup of the proton medical centres. It is expected that construction of proton medical centres will take three years and will include construction and renovation works for the premises of proton medical centres, installation of proton medical treatment equipment, related software application and related facilities.

The JV2 has employed expertises in this field and CCIL has sent their expertises for operation of the JV2. The general manager of the JV2 was the former deputy general manager of the strategy group of China National Pharmaceutical Group Corporation (國藥集團), the largest Chinese medical and healthcare group directly managed by State-owned Assets Supervision and Administration Commission of the State Council of the PRC, and he has many years of experience in the medical industry especially the proton medical industry. The JV2 will also consider to appoint additional personnel who possesses relevant working experience, technical knowledge and understanding of nuclear technology applications, nuclear science, nuclear medicine, medical physics, medical devices, pharmaceutical and healthcare industry alongside with the management experience of the Board to ensure efficient operations of the JV2.

Based on intended scale of operation, associated costs of the JV2 and the proposed average price for the proton treatment per head of around RMB200,000 where reference has been made to pricing of market comparables, it aims to recover the total investment costs of the JV2 in medium term. At the same time, it will bring the local hospitals substantial comprehensive economic benefits through the provision of proton medical treatments to their patients.

Given the above, the Board considers that the Transaction 2 would enable the Group to strengthen and expand its source of revenue and diversify the Group's revenue base. Accordingly, the Board considers that terms of the JV Agreement 2 are fair and reasonable and on normal commercial terms and that the Transaction 2 is in the interest of the Company and the Shareholders as a whole.

6. INFORMATION OF THE GROUP

The Group is principally engaged in securities trading business, trading of wine, food and beverage business, loan financing business, financial leasing business and other investments.

7. INFORMATION OF CCIL

CCIL is a company incorporated under the laws of the PRC and its beneficial owner is China National Nuclear Corporation. CCIL is a large strategic integrated investment enterprise, focusing on new energy and nuclear technology applications in the field of investment and capital operation, including new energy, modern agriculture, health care, radioactive drugs, high-end equipment and financial and other industrial sectors.

LETTER FROM THE BOARD

Through the collaboration with tertiary institutions, research institutes, market participants in nuclear medicine and nuclear industry, CCIL possesses the capability for providing proton therapy, a cutting-edge radiotherapy for the treatment of complex cancers with significantly fewer side effects.

In addition, CCIL has business network with market practitioners in various aspects to provide CCIL with the access to resources, customers, suppliers, expertise and capability in relation to research and development, design, production, installation and maintenance of proton therapy systems.

8. EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The following are the equity fund raising activities conducted by the Company in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Event	Actual net proceeds	Intended use of proceeds	Actual use of proceeds
23 December 2016, 20 February 2017, 3 March 2017, 20 March 2017, 28 April 2017, 5 June 2017 and 29 September 2017 (<i>Note</i>)	Issue of convertible bonds under general mandate	Approximately HK\$449.7 million	<ul style="list-style-type: none"> – Approximately HK\$103.81 million to set up the medical management company in the PRC, which includes some small scale acquisitions of medical companies and hospitals; – approximately HK\$296.19 million utilised for short term loans financing business; and – approximately HK\$49.7 million will be used as general working capital of the Group. 	<ul style="list-style-type: none"> – Approximately HK\$296.19 million for short-term loans financing business; – approximately HK\$101.6 million utilized for setup the JV1 in the PRC for the investment advisory services, wholesale and retails of pharmaceutical; and – approximately HK\$51.91 million was used as working capital.
21 February 2017, 3 March 2017 and 15 March 2017	Issue of convertible bonds under general mandate	Approximately HK\$59.4 million	General working capital	The proceeds was used as working capital

LETTER FROM THE BOARD

Date of announcement	Event	Actual net proceeds	Intended use of proceeds	Actual use of proceeds
3 March 2017, 11 May 2017, 28 June 2017, 30 June 2017 and 29 September 2017	Issue of convertible bonds under general mandate	Approximately HK\$399.9 million	<ul style="list-style-type: none"> – Approximately HK\$170 million to set up the medical management company in the PRC, which includes some small scale acquisitions of medical companies and hospitals; and – approximately HK\$229.9 million for short term loans financing business 	<ul style="list-style-type: none"> – Approximately HK\$170 million utilized for setup the JV2 in the PRC for the investment in hospitals and medical projects especially in proton medical center projects, medical technology research and development including proton accelerator; and – approximately HK\$229.9 million utilized for short-term loans financing business.
15 December 2017, 18 December 2017, 5 January 2018 and 16 January 2018	Placing of new shares under general mandate	Approximately HK\$263.8 million	General working capital of the Group and for funding investment opportunities as may be identified from time to time	The proceeds have not been utilized and remained in the bank

Note: On 23 December 2016, the Company and Toplist Investments Limited entered into the subscription agreement for subscription of the convertible bonds in the principal amount of HK\$400 million. On 3 March 2017, the Company and Toplist Investments Limited entered into the deed of termination to terminate the subscription agreement dated 23 December 2016.

Save as disclosed above, the Company had not conducted any equity fund raising exercised in the past 12 months immediately preceding the Latest Practicable Date.

9. IMPLICATIONS UNDER THE LISTING RULES

As the highest of the applicable Percentage Ratios to the Transaction 1 exceeds 5% but each of the applicable Percentage Ratios is less than 25%, the Transaction 1 constitutes a discloseable transaction of the Company under Rule 14.06(2) of the Listing Rules and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

As the highest of the applicable Percentage Ratios to the Transaction 2 exceeds 5% but each of the applicable Percentage Ratios is less than 25%, the Transaction 2 constitutes a discloseable transaction of the Company under Rule 14.06(2) of the Listing Rules and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

LETTER FROM THE BOARD

As the JV Agreement 1 and JV Agreement 2 were entered into by Hoping Medical with the same party, CCIL, in relation to the Formation of JV1 and the Formation of JV2 respectively. The Transaction 1 and Transaction 2 should be aggregated under Rules 14.22 and 14.23 of the Listing Rules. Therefore, as the highest of the applicable Percentage Ratios of the Transaction 2 when aggregated with the Transaction 1 exceeds 25% but each of the applicable Percentage Ratios is less than 100%, the Transaction 2 constitutes a major transaction of the Company under Rule 14.06(3) of the Listing Rules and is subject to reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

However, due to the Company's inadvertent oversight of the Listing Rules, the Company did not comply with such requirements. As such, the Company has breached relevant provisions of Chapter 14 of the Listing Rules. Accordingly, the SGM will be convened for the purpose of seeking the approval of the Shareholders on the Transaction 2.

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder, had any material interest in the Transaction 2 that is materially different from other Shareholders. Therefore, no Shareholder or his/her/its close associates are required to abstain from voting on the resolution to be proposed at the SGM.

10. FINANCIAL EFFECTS OF THE AGGREGATED TRANSACTIONS

The Company has no control over the majority of the board of directors or the voting rights in the shareholders' meetings of the JV1 and the JV2 and therefore the JV1 and the JV2 shall not become subsidiaries of the Company. As a result, the investment in and the financial results, assets and liabilities of the JV1 and the JV2 shall not be consolidated into the accounts of the Group. The JV1 and the JV2 shall be accounted for as a joint venture entity in accordance with Hong Kong Accounting Standard 28.

11. THE SGM

The SGM will be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 6 February 2018 at 3:00 p.m.. The notice convening the SGM is set out on pages 28 to 29 of this circular.

A proxy form for use at the SGM and any adjournment thereof is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, 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 SGM 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 SGM or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

12. VOTING BY POLL

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 SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

13. RECOMMENDATIONS

The Directors are of the view that the terms of the JV Agreement 2 and the transactions contemplated thereunder, including the investment in the JV2 by Hoping Medical, are on normal commercial terms which are fair and reasonable and are in the interests of the Company and the Shareholders as a whole and, recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM to approve the JV Agreement 2 and the transactions contemplated thereunder.

14. GENERAL

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

1. THREE-YEAR FINANCIAL INFORMATION

Financial information of the Group for the three years ended 31 March 2015, 2016 and 2017 are disclosed in the annual reports of the Company for the years ended 31 March 2015 (pages 60 to 204), 31 March 2016 (pages 75 to 208) and 31 March 2017 (pages 89 to 216), respectively.

Annual reports of the Company for the financial years ended 31 March 2015, 2016 and 2017 are available at the following links:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0728/LTN20170728686.pdf>

<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0728/LTN20160728602.pdf>

<http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0728/LTN20150728376.pdf>

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 30 November 2017, being the latest practicable date for the purpose of ascertaining information contained in this indebtedness statement prior to the printing of this circular, the Group had convertible bonds (debt component) of HK\$864,500,000.

Save as otherwise disclosed above, and apart from intra-group liabilities and normal trade payables, the Group did not have, at the close of business on 30 November 2017, any other debt securities issued and outstanding, or authorised or otherwise created but unissued, any other term loans, any other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, any other mortgages and charges or any finance lease commitments which were either guaranteed, unguaranteed, secured or unsecured, any guarantees or other material contingent liabilities.

Save as disclosed above, the Directors were not aware of any material changes in the indebtedness and contingent liabilities of the Group after 30 November 2017 and up to the Latest Practicable Date.

3. WORKING CAPITAL STATEMENT

Taking into account the financial resources available to the Group, including internally generated funds and available banking facilities of the Group, the Directors after due and careful enquiry are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least 12 months from the date of publication of this circular, in the absence of unforeseeable circumstances.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2017, being the date on which the latest published audited consolidated financial statements of the Company were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Apart from the existing businesses of securities trading, food and beverages, wine trading, loan financing and finance leasing, the Group will continue to explore other potential investment opportunities with reasonable returns that meet the Company's criteria. This will not only strengthen the core business of the Group but also increase the Shareholders' values. The Group has been exploring some investment opportunities in mining projects, resources projects, properties development projects, infrastructure development projects, investment and asset management. In particular, the Group will setup medical management company utilising advanced medical technologies and equipment to focus on the field of proton medical treatment in the PRC.

1. 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.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors and chief executive of the Company

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or any of their respective associates had any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange:

Long position in the Shares and underlying shares of the Company:

Name of Directors or chief executive of the Company	Capacity	Number of Shares	Number of underlying shares	Total	Approximate percentage of total number of issued Shares (%) (Note 1)
Mr. Li Kwong Yuk ("Mr. Li")	Interest of controlled corporation	3,588,520,405 (Note 2)	–	3,588,520,405	55.79%
	Beneficial owner	242,650,000	1,255,000,000 (Note 3)	1,497,650,000	23.28%
Mr. Su Xiaonong	Beneficial owner	2,225,000	41,525,000 (Note 4)	43,750,000	0.68%
Mr. Cheung Sze Ming	Beneficial owner	–	12,000,000 (Note 5)	12,000,000	0.19%

Notes:

1. The approximate percentage of shareholding is calculated based on 6,432,248,952 Shares in issue as at the Latest Practicable Date.
2. Those 3,588,520,405 Shares were held by WCIL as to 3,577,045,405 Shares and Wincon Asset Management Limited (“**WAML**”) as to 11,475,000 Shares. Each of WCIL and WAML is wholly and beneficially owned by Mr. Li. Pursuant to the SFO, Mr. Li is deemed to be interested in those 3,588,520,405 Shares.
3. These underlying shares comprise, (i) 5,000,000 share options granted by the Company on 28 December 2015 under the Share Option Scheme at the exercise price of HK\$0.792 per share; and (ii) 1,250,000,000 conversion shares will be issued and allotted upon full conversion of the convertible bonds in the aggregate principal amount of HK\$1,000 million at the initial conversion price of HK\$0.8 under the acquisition agreement dated 21 June 2017 and the said convertible bonds will be issued to Mr. Li upon completion of the acquisition.
4. All underlying shares are share options granted by the Company under the Share Option Scheme, (i) 21,525,000 share options granted on 19 April 2013 at the exercise price of HK\$0.375 per Share, and (ii) 20,000,000 share options granted on 3 February 2015 at the exercise price of HK\$0.477 per Share.
5. All underlying shares are share options granted by the Company under the Share Option Scheme, (i) 7,000,000 share options granted on 19 April 2013 at the exercise price of HK\$0.375 per Share, and (ii) 5,000,000 share options granted on 3 February 2015 at the exercise price of HK\$0.477 per Share.
6. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

(b) Persons who have interests or short positions in the Shares or underlying shares which is discloseable under Divisions 2 and 3 of Part XV of the SFO

Save as disclosed below, as at the Latest Practicable Date, no person, other than a Director or chief executive of the Company, had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 5% or more of the number of any class of share carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

Long position in the Shares and underlying shares of the Company:

Name of Shareholder	Capacity	Total number of Shares held	Total number of underlying shares held	Total	Approximate percentage of total number of issued Shares (%) (Note 1)
WCIL	Beneficial owner	3,577,045,405	–	3,577,045,405	55.61%
CFC Group Limited ("CFC")	Beneficial owner	–	328,823,529 (Note 2)	328,823,529	5.11%
Mr. Zhang Song Xiao ("Mr. Zhang")	Interest of controlled corporation	–	328,823,529 (Note 2)	328,823,529	5.11%
Champion Stone Group Limited ("CSGL")	Beneficial owner	–	599,411,764 (Note 3)	599,411,764	9.32%
China Huarong Overseas Investment Holdings Co., Limited ("CHOIHCL")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
華融華僑資產管理股份有限公司 ("華融華僑")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
華融致遠投資管理有限責任公司 ("華融致遠")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
China Huarong Asset Management Co., Limited ("CHAMCL")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
Ministry of Finance of the People's Republic of China ("MFPRC")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
廣東錦峰集團有限公司 ("廣東錦峰")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
香港錦峰集團有限公司 ("香港錦峰")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%
Mr. Sun Siu Kit ("Mr. Sun")	Interest of controlled corporation	–	599,411,764 (Note 3)	599,411,764	9.32%

Notes:

1. The approximate percentage of shareholding is calculated based on 6,432,248,952 Shares in issue as at the Latest Practicable Date.
2. These underlying Shares being the total of 328,823,529 conversion shares at an initial conversion price of HK\$0.85 per conversion share will be issued and allotted upon full conversion of the convertible bonds in the aggregate principal amount of HK\$279.5 million. CFC is wholly and beneficially owned by Mr. Zhang. By virtue of the SFO, Mr. Zhang is deemed to be interested in the 328,823,529 underlying shares held by CFC.
3. These underlying Shares being the total of 599,411,764 conversion shares at an initial conversion price of HK\$0.85 per conversion share will be issued and allotted upon full conversion of the convertible bonds in the aggregate principal amount of HK\$509.5 million. These 599,411,764 underlying Shares related to the same block of 328,823,529 underlying Shares held by CFC and the same block of 270,588,235 underlying Shares held by Gala Blossom Limited. Based on the notices of disclosure of interest filed by CSGL, CHOIHCL, 華融華僑, 華融致遠, CHAMCL, MFPRC, 廣東錦峰 and Mr. Sun on 1 August 2017, CSGL is wholly-owned by CHOIHCL which is in turn indirect wholly-owned by 華融華僑. 華融華僑 is 51% direct owned by 華融致遠 and 40% direct owned by 廣東錦峰. 華融致遠 is direct wholly-owned by CHAMCL which is in turn 67.75% indirect owned by MFPRC. 廣東錦峰 is indirect wholly-owned by Mr. Sun through 香港錦峰. By virtue of the SFO, CHOIHCL, 華融華僑, 華融致遠, CHAMCL, MFPRC, 廣東錦峰, 香港錦峰 and Mr. Sun are deemed to be interested in the underlying shares held by CSGL.

3. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

- (i) Save for the interest of Mr. Li in the acquisition agreement dated 21 June 2017 entered into between the Company as purchaser and Mr. Li as vendor in relation to the acquisition and disposal of the entire equity interest of United Faith Investments Limited for the consideration of HK\$1,000 million, there is no contract or arrangement subsisting as at the Latest Practicable Date in which any of the Directors is materially interested and which is significant in relation to the business of the Group.
- (ii) Save for disclosed above, as at the Latest Practicable Date, none of the Directors or their respective associates had any interest, direct or indirect, in any assets which had been, since 31 March 2017, being the latest published audited consolidated financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

4. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, to the best knowledge and belief of the Directors after having made all reasonable enquiries, none of the Directors and their respective associates were considered to have any interests in businesses which competed or were likely, either directly or indirectly, with the businesses of the Group that need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into, or proposed to enter into, any service contract with the Company or any other member(s) of the Group (excluding contracts expiring or which may be terminated by the Company within a year without payment of any compensation (other than statutory compensation)).

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date and are or may be material:

- (a) a placing agreement dated 15 December 2017 entered into between the Company as the issuer and Sinomax Securities Limited (“**Sinomax Securities**”) as the placing agent pursuant to which the Company conditionally agreed to place, through Sinomax Securities, on a best effort basis, a total of up to 1,072,000,000 new shares to not less than six independent placees at the placing price of HK\$0.44 per placing share. On 18 December 2017, the Company and Sinomax Securities entered into a supplemental placing agreement to revise the placing price from HK\$0.44 to HK\$0.443 per placing share and revise the long stop date from 31 January 2018 to 5 January 2018. On 5 January 2018, the Company and Sinomax Securities entered into a supplemental placing agreement to extend the long stop date from 5 January 2018 to 10 January 2018 (or such later date as the Company and Sinomax Securities may agree in writing). Details of which are set out in the announcements of the Company dated 15 December 2017, 18 December 2017, 5 January 2018 and 16 January 2018, respectively;

- (b) an acquisition agreement dated 21 June 2017 entered into between the Company as the purchaser and Mr. Li, the chairman of the Board and an executive Director, as the vendor pursuant to which the Company has conditionally agreed to acquire for and Mr. Li has conditionally agreed to dispose of the entire equity interest of United Faith Investments Limited for the consideration of HK\$1,000 million which shall be satisfied by the issuance of the convertible bonds in the aggregate principal amount of HK\$1,000 million (with the rights to convert up to 1,250,000,000 conversion shares at initial conversion price of HK\$0.8) by the Company to Mr. Li upon completion, which constituted a very substantial acquisition and connected transaction of the Company. On 29 December 2017, the Company and Mr. Li agreed in writing to extend the long stop date from 31 December 2017 to 30 June 2018 (or such later date as may be agreed in writing by the Company and Mr. Li). Details of which are set out in the announcements of the Company dated 21 June 2017, 12 July 2017, 31 August 2017, 29 September 2017, 31 October 2017, 30 November 2017 and 29 December 2017, respectively;
- (c) the JV Agreement 2;
- (d) the JV Agreement 1;
- (e) a subscription agreement dated 3 March 2017 entered into between the Company as issuer and Gala Blossom Limited (“**Gala Blossom**”) as subscriber, pursuant to which Gala Blossom has conditionally agreed to subscribe or procure the subscription by its nominee(s) for the convertible bonds in the principle amount of HK\$400 million with the rights to convert up to 470,588,235 conversion shares at initial conversion price of HK\$0.85. On 11 May 2017, the Company and Gala Blossom entered into an extension letter to extend the completion date from the 45th business day to the 80th business day following the date of the subscription agreement, or such other date as the Company and Gala Blossom may agree in writing. Details of which are set out in the announcements of the Company dated 3 March 2017, 11 May 2017, 28 June 2017, 30 June 2017 and 29 September 2017, respectively;
- (f) a subscription agreement dated 21 February 2017 (as supplemented by supplemental agreement dated 3 March 2017) entered into between the Company as issuer and CFC Group Limited as subscriber, pursuant to which the subscriber has conditionally agreed to subscribe or procure the subscription by its nominee(s) for the convertible bonds in the principle amount of HK\$59.5 million with the rights to convert up to 70,000,000 conversion shares at initial conversion price of HK\$0.85. Details of which are set out in the announcements of the Company dated 21 February 2017, 3 March 2017 and 15 March 2017, respectively;

- (g) five subscription agreements dated 23 December 2016 entered into between the Company as issuer with:
- (i) Toplist Investments Limited (“**Toplist**”) as subscriber, pursuant to which Toplist has conditionally agreed to subscribe or procure the subscription by its nominees(s) for the convertible bonds in the principal amount of HK\$400 million with the rights to convert up to 470,588,235 conversion shares at an initial conversion price of HK\$0.85. On 3 March 2017, the Company and Toplist entered into a deed of termination for terminating such subscription agreement;
 - (ii) CFC Group Limited as subscriber, pursuant to which CFC Group Limited has conditionally agreed to subscribe or procure the subscription by its nominees(s) for the convertible bonds in the principal amount of HK\$220 million with the rights to convert up to 258,823,529 conversion shares at an initial conversion price of HK\$0.85;
 - (iii) Safe Arena Limited (“**Safe Arena**”) as subscriber, pursuant to which Safe Arena has conditionally agreed to subscribe or procure the subscription by its nominees(s) for the convertible bonds in the principal amount of HK\$160 million with the rights to convert up to 188,235,294 conversion shares at an initial conversion price of HK\$0.85. On 3 March 2017, the Company entered into an extension letter with Safe Arena to extend the completion date from the 45th business day to the 105th business day following the date of the subscription agreement, or such other date as the Company and Safe Arena may agree in writing;
 - (iv) Ms. Song Ning (“**Ms. Song**”) as subscriber, pursuant to which Ms. Song has conditionally agreed to subscribe or procure the subscription by her nominees(s) for the convertible bonds in the principal amount of HK\$50 million with the rights to convert up to 58,823,529 conversion shares at an initial conversion price of HK\$0.85. On 3 March 2017, the Company entered into an extension letter with Ms. Song to extend the completion date from the 45th business day to the 105th business day following the date of the subscription agreement, or such other date as the Company and Ms. Song may agree in writing; and

- (v) Ms. Mei Yuanyuan (“**Ms. Mei**”) as subscriber, pursuant to which Ms. Mei has conditionally agreed to subscribe or procure the subscription by her nominee(s) for the convertible bonds in the principal amount of HK\$20 million with the rights to convert up to 23,529,411 conversion shares at initial conversion price of HK\$0.85. On 3 March 2017, the Company entered into an extension letter with Ms. Mei to extend the completion date from the 45th business day to the 105th business day following the date of the subscription agreements, or such other date as the Company and Ms. Mei may agree in writing.

Details of which are set out in the announcements of the Company dated 23 December 2016, 20 February 2017, 3 March 2017, 20 March 2017, 28 April 2017, 5 June 2017 and 29 September 2017, respectively; and

- (h) an aircraft charter agreement dated 30 March 2016 entered into between Trillion Winner Investment Ltd. (a company beneficially owned by Mr. Li, chairman of the Board and an executive Director) as owner and Dingyi Resources Limited, an indirect wholly-owned subsidiary of the Company as charterer in respect of hiring One (1) Falcon 7X Aircraft, bearing Manufacturer’s Serial Number 141, Cayman Islands Registration Number VP-CDY, equipped with three (3) Pratt & Whitney Canada model PW 307A aircraft engines, bearing manufacturer’s serial numbers CH0441 (left), CH440 (center) and CH0439 (right) for an annual cap of HK\$5,000,000 for the year ended 31 March 2017 and the year ending 31 March 2018 and 31 March 2019, respectively, which constituted a continuing connected transaction and discloseable transaction of the Company. Details of which are set out in the announcement of the Company dated 30 March 2016.

8. GENERAL

- (i) The company secretary of the Company is Mr. Chan Kwong Leung, Eric. He is an associate member of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.
- (ii) The registered office of the Company is at Canon’s Court, 22 Victoria Street, Hamilton, HM 12, Bermuda.
- (iii) The Company’s head office and principal place of business in Hong Kong is at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong.
- (iv) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (v) If there is any inconsistency in this circular between the English and Chinese versions, then English version shall prevail.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wan Chai, Hong Kong on any business day from the date of this circular up to and including 6 February 2018:

- (a) the memorandum of association and the Bye-laws of the Company;
- (b) the material contracts disclosed in the paragraph under the heading “Material Contracts” in this Appendix;
- (c) the annual reports of the Company for the three years ended 31 March 2015, 31 March 2016 and 31 March 2017, respectively; and
- (d) this circular.

NOTICE OF SGM



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) 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 Tuesday, 6 February 2018 at 3:00 p.m. for the purpose of considering, and if thought fit, passing, with or without amendments or modifications, the following as an ordinary resolution of the Company:-

ORDINARY RESOLUTION

“THAT:

- (a) the JV Agreement 2 (as defined in the circular of the Company dated 19 January 2018) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and all previous acts done or documents executed by any director of the Company (the “**Director**”) to give effect to or in connection with the JV Agreement 2 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.
- (b) any Director be and is hereby authorised, for and on behalf of the Company, to take all steps and do all acts and things as he/she considers to be necessary, appropriate or expedient in connection with and to implement or give effect to the JV Agreement 2 and the transactions contemplated thereunder, and to execute all such other documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by him/her to be incidental to, ancillary to or in connection with the JV Agreement 2 and the transactions contemplated thereunder.”

By order of the Board

DINGYI GROUP INVESTMENT LIMITED

LI Kwong Yuk

Chairman and Executive Director

Hong Kong, 19 January 2018

NOTICE OF SGM

Registered office:

Canon's Court,
22 Victoria Street
Hamilton, HM12
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 SGM 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 SGM is enclosed. Whether or not you intend to attend the SGM 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM 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 SGM.
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 SGM, 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 Friday, 2 February 2018 to Tuesday, 6 February 2018 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the SGM, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 1 February 2018.
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 SGM, the SGM 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 HKExnews 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), Mr. CHEUNG Sze Ming, Ms. LIU Yutong and Mr. ZHENG Xiantao as Executive Directors; and Mr. CHOW Shiu Ki, Mr. CAO Kuangyu and Mr. IP Chi Wai as Independent Non-executive Directors.