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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 (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;
AND
(III) 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, 30 September 2015 at 2:00 p.m. is set out on pages 14 to 18 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 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 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.

29 July 2015

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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, 30 September 2015 at 2:00 p.m., a notice of which is set out on pages 14 to 18 of this circular
“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
“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 aggregate nominal amount of the issued shares capital of the Company as at the date of passing of such resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	23 July 2015, 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
“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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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*)
Mr. CHEUNG Sze Ming

Independent Non-executive Directors:

Mr. CHOW Shiu Ki
Mr. CAO Kuangyu

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

29 July 2015

To the Shareholders

Dear Sir or Madam,

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
AND
(III) 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; and (ii) re-election of the Directors, and to give you notice of AGM.

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.

LETTER FROM THE BOARD

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 aggregate nominal amount of the issued share capital of the Company 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 issued share capital of the Company of 4,607,238,953 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 921,447,790 new Shares under the Issue Mandate. In addition, an ordinary resolution will be proposed to authorize 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 aggregate nominal amount of the issued share capital of the Company 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 issued share capital of the Company of 4,607,238,953 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 460,723,895 Shares under the Repurchase Mandate.

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 aggregate nominal amount of the issued share capital of the Company as at the date of 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.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors. According to the Bye-law 112.(A) of the Bye-Laws, Mr. LI Kwong Yuk and Mr. CHOW Shiu Ki 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. THE AGM

The AGM will be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 September 2015 at 2:00 p.m.. The notice convening the AGM is set out on pages 14 to 18 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 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 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.

5. 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.

LETTER FROM THE BOARD

6. 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.

7. 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 issued share capital of the Company comprised 4,607,238,953 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 460,723,895 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 2015) 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	Lowest Price
	<i>HK\$</i>	<i>HK\$</i>
	<i>(Note)</i>	<i>(Note)</i>
2014		
July	Suspended	Suspended
August	Suspended	Suspended
September	Suspended	Suspended
October	Suspended	Suspended
November	Suspended	Suspended
December	0.530	0.430
2015		
January	0.500	0.350
February	0.485	0.420
March	0.730	0.440
April	0.800	0.580
May	0.980	0.670
June	1.370	0.650
July (up to the Latest Practicable Date)	0.850	0.500

Note: Trading of the Shares was suspended with effect from 9:00 a.m. on 2 July 2014 and resumed with effect from 9:00 a.m. on 15 December 2014.

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 beneficially and interested in total of 2,589,000,406 Shares, representing approximately 56.19% of the issued share capital of the Company, comprises (i) Mr. Li personally held 35,855,000 Shares, representing approximately 0.78% 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 2,541,670,406 Shares, representing approximately 55.16% 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 0.25% 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 62.44% 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 result 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 49,535,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date	Number of Shares repurchased	Purchase price per Share		Aggregate consideration paid HK\$
		Highest	Lowest	
		<i>HK\$</i>	<i>HK\$</i>	
6 July 2015	21,420,000	0.73	0.62	14,931,880.00
7 July 2015	15,365,000	0.72	0.68	10,743,298.32
8 July 2015	8,980,000	0.69	0.55	5,361,174.06
9 July 2015	3,770,000	0.65	0.58	2,364,541.51

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

MR. LI KWONG YUK (“MR. LI”)

Qualifications and experience

Mr. Li, aged 53, joined the Company as executive Director and chairman of the Company on 27 October 2011. He is also the chairman of the nomination committee (the “**Nomination Committee**”) and directors of various subsidiaries of the Company. Mr. Li is a businessman with over 12 years’ investment experience in the highway industry in the PRC. He studied at Guangzhou Institute of Foreign Trade from 1978 to 1981. Mr. Li had worked on various investment projects in areas such as infrastructure and finance in Hong Kong and the PRC. He has 50% shareholding in Wincon International Limited (“**Wincon International**”), a company set up by Mr. Li and incorporated in Hong Kong, which is principally engaged in investment business in highways in the PRC. He is a sole director and the beneficial owner of Wincon Capital Investment Limited (“**WCIL**”), the controlling Shareholder, and Wincon Asset Management Limited (“**WAML**”) and also directors of various companies including Wincon International, Dingyi Wantong Investment (HK) Limited, Dingyi Venture Capital (HK) Limited, Dingyi New Energy Investment Limited, 廣州環龍高速公路有限公司 (Guangzhou Huan Long Expressway 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).

Save as disclosed above, Mr. Li 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, a total of 2,589,000,406 Shares, representing approximately 56.19% of the issued share capital of the Company, which comprises (i) 35,855,000 Shares held by Mr. Li, (ii) 2,541,670,406 Shares held by WCIL, and (iii) 11,475,000 Shares held by WAML, both WCIL and WAML are wholly and beneficially owned by Mr. Li. The convertible bonds in principal amount of HK\$330,000,000 at the initial conversion price of HK\$0.33 per conversion shares subscribed by WCIL, which will be converted into 1,000,000,000 conversion shares and Mr. Li has 13,300,000 share options granted under the Share Option Scheme, which entitled him to subscribe for 13,300,000 Shares, in aggregate totally representing approximately 78.19% of the issued share capital of the Company. By virtue of the SFO, Mr. Li is deemed to be interested in the Shares and/or underlying Shares held by WCIL and WAML respectively. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Others

Mr. Li has entered into a service agreement with the Company for a 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. Li's positions as Executive Director and the chairman of the Company is HK\$3,900,000 per annum, with effect from 1 June 2015, which was determined by the Remuneration Committee with reference to his duties and responsibilities with the Company. Mr. Li also entered into a service agreement with 鼎億金匯 (深圳) 投資諮詢有限公司, an indirectly wholly-owned subsidiary of the Company, for a term of one year and will be renewed for one year from expiry date and the annual remuneration is HK\$240,000 per annum which was determined by the Remuneration Committee with reference to his duties and responsibilities with this 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. Li that is required to be disclosed pursuant to any requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. CHOW SHIU KI ("MR. CHOW")**Qualifications and experience**

Mr. Chow, aged 47, joined the Company as independent non-executive Director on 27 October 2011. He is also chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. Mr. Chow has accumulated years of working experience in auditing, accounting and corporate finance areas. He holds a Master Degree in Professional Accounting. Mr. Chow is a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Hong Kong Institute of Certified Public Accountants. He has worked for various private and listed companies at senior management level. He is currently the financial controller of a renowned local travel agency and an independent non-executive director of China Assurance Finance Group Limited (a company listed on the Stock Exchange, stock code: 8090).

Save as disclosed above, Mr. Chow 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. Chow did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Others

Mr. Chow has entered into a service agreement with the Company for a 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. Chow'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. Chow 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 (the “**AGM**”) 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, 30 September 2015 at 2:00 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 2015.
2.
 - (a) To re-elect Mr. LI Kwong Yuk as Director.
 - (b) To re-elect Mr. CHOW Shiu Ki as Director.
 - (c) 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 resolution as an ordinary resolution:

ORDINARY RESOLUTION

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

NOTICE OF AGM

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;

- (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

NOTICE OF AGM

- (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 of 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).”

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

NOTICE OF AGM

(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.”

By order of the Board

DINGYI GROUP INVESTMENT LIMITED

LI Kwong Yuk

Chairman and Executive Director

Hong Kong, 29 July 2015

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

NOTICE OF AGM

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 22, 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.

As at the date hereof, the Board comprises Mr. LI Kwong Yuk (Chairman), Mr. SU Xiaonong (Chief Executive Officer) and Mr. CHEUNG Sze Ming as Executive Directors; and Mr. CHOW Shiu Ki and Mr. CAO Kuangyu as Independent Non-executive Directors.