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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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;  
(III) PROPOSED CHANGE OF AUDITOR;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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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 2020 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

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

31 August 2020

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. Introduction .....	4
2. General Mandates to Issue and Repurchase Shares .....	4
3. Re-election of Directors .....	6
4. Proposed Change of Auditor .....	6
5. AGM .....	7
6. Voting at the AGM .....	7
7. Responsibility Statement .....	7
8. Recommendations .....	8
<b>Appendix I – EXPLANATORY STATEMENT</b> .....	9
<b>Appendix II – PARTICULARS OF DIRECTORS PROPOSED                     TO BE RE-ELECTED</b> .....	12
<b>NOTICE OF THE AGM</b> .....	15

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## DEFINITIONS

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*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 2020 at 3:00 p.m., a notice of which is set out on pages 15 to 19 of this circular
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	DINGYI GROUP INVESTMENT LIMITED, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange

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## DEFINITIONS

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“Convertible Bonds”	including (i) the outstanding convertible bonds issued by the Company on 17 February 2017, 14 March 2017, 28 April 2017, 5 June 2017, 28 June 2017 and 30 June 2017 respectively, in the aggregate principal amount of HK\$343.3 million at HK\$0.85 per conversion share pursuant to each of the conditional subscription agreements under general mandates dated 23 December 2016, 21 February 2017 (as supplemented by the supplemental agreement dated 3 March 2017) and 3 March 2017 and the extension letters dated 3 March 2017 and 11 May 2017 and the deeds of amendments dated 13 March 2020, 27 May 2020 and 15 June 2020 respectively, details of which are set out in the announcements of the Company dated 23 December 2016, 20 February 2017, 21 February 2017, 3 March 2017, 15 March 2017, 28 April 2017, 11 May 2017, 5 June 2017, 28 June 2017, 30 June 2017, 13 March 2020, 18 March 2020, 23 March 2020, 27 May 2020, 9 June 2020, 15 June 2020 and 29 June 2020, respectively; and (ii) the outstanding convertible bonds issued by the Company on 26 March 2018 in the aggregate amount of HK\$980 million at HK\$0.80 per conversion share pursuant to the acquisition agreement dated 21 June 2017 between the Company and Mr. Li Kwong Yuk (the Chairman and executive Director of the Company), details of which are set out in the announcements of the Company dated 21 June 2017, 29 December 2017, 15 March 2018 and 26 March 2018, and the circulars of the Company dated 28 February 2018 and 31 July 2018.
“Director(s)”	the director(s) of the Company
“Elite Partners”	Elite Partners CPA Limited
“General Mandates”	the Issue Mandate and the Repurchase Mandate, approvals of which are to be sought at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate granted to the Directors to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue at the date of the passing of such resolution at the AGM

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## DEFINITIONS

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“Latest Practicable Date”	27 August 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate granted to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of Shares in issue at the date of the 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
“SHINEWING”	SHINEWING (HK) CPA LIMITED
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

***Executive Directors:***

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

***Independent Non-executive Directors:***

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

***Registered Office:***

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

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

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

31 August 2020

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

Dear Sir or Madam,

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
(III) PROPOSED CHANGE OF AUDITOR;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM for, among others, (i) the grant of the General Mandates, (ii) the re-election of the retiring Directors and (iii) the proposed change of auditor; 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.

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## LETTER FROM THE BOARD

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### **Issue Mandate**

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

Assuming no further Shares are issued or repurchased prior to the AGM and based on the total number of Shares in issue of 7,357,008,015 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 1,471,401,603 new Shares under the Issue Mandate. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the assumption that (i) all 1,666,760,000 outstanding share options are exercised; (ii) all Convertible Bonds convertible into 1,628,823,529 Shares are converted in full prior to the AGM; and (iii) that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of the passing of the ordinary resolution granting the Issue Mandate will be 10,652,591,544 Shares and therefore, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 2,130,518,308 Shares, representing 20% of the number of Shares in issue at the time of the passing of the ordinary resolution. In addition, an ordinary resolution will be proposed to authorise extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

### **Repurchase Mandate**

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

Assuming no further Shares are issued or repurchased prior to the AGM and based on the issued share capital of the Company of 7,357,008,015 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 735,700,801 Shares under the Repurchase Mandate. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the assumption that (i) all 1,666,760,000 outstanding share options are exercised; (ii) all Convertible Bonds convertible into 1,628,823,529 Shares are converted in full prior to the AGM; and (iii) that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of the passing of the ordinary resolution granting the Repurchase Mandate will be 10,652,591,544 Shares and therefore, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,065,259,154 Shares, representing 10% of the number of Shares in issue at the time of the passing of the ordinary resolution.

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## LETTER FROM THE BOARD

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

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

### **3. RE-ELECTION OF DIRECTORS**

The Board currently consists of six Directors. According to the Bye-law 112 of the Bye-Laws, Mr. Li Kwong Yuk and Mr. Chow Shiu Ki shall retire from office by rotation and, being eligible, have offered themselves for re-election.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Li Kwong Yuk and Mr. Chow Shiu Ki to the Board for it to recommend to Shareholders for re-election at the AGM.

The nominations of retiring Directors are made in accordance with the nomination policy of the Company and consider the merits of the proposed candidates including (i) character, integrity and competence; (ii) skills, knowledge and experience relevant to the principal business of the Group; (iii) devoting sufficient time and attention to the Board; (iv) fulfillment of independence requirements (for independent non-executive Directors); and (v) the requirements of the diversity aspects as set out in the board diversity policy of the Company. The Nomination Committee and the Board have also taken into account the retiring Directors' respective contributions to the Board and their commitment to their roles. The Nomination Committee has assessed the independence of Mr. Chow Shiu Ki based on his annual written confirmation of independence given to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent. The Company has considered Mr. Chow Shiu Ki's experience in auditing, accounting and corporate finance areas and his working profile as set out in Appendix II to this circular and is satisfied that Mr. Chow Siu Ki not only provides valuable and independent guidance to the Group's business, but also possesses the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

The particulars of the above retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular.

### **4. PROPOSED CHANGE OF AUDITOR**

As disclosed in the Company's announcement dated 27 August 2020, the Board and the Audit Committee take the view that a rotation of the Company's auditor complies with good corporate governance practice and will also enhance the independence of the auditor, which is in turn in the best interests of the Company and the Shareholders as a whole. Considering SHINEWING has been the auditor of the Company since 2014, on the recommendation of the Audit Committee, the Board resolved to propose the appointment of Elite Partners as the



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## LETTER FROM THE BOARD

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new auditor of the Company at the AGM in replacement of SHINEWING. In this regard, SHINEWING has notified the Board and the Audit Committee in writing of their decision not to stand for re-appointment as the auditor of the Company at the AGM. Accordingly, SHINEWING will retire as the auditor of the Company upon the conclusion of the AGM and subject to the approval by the Shareholders, Elite Partners will be appointed as the new auditor of the Company to hold office until the next annual general meeting of the Company.

The Board and the Audit Committee confirm that to the best of their understanding and knowledge, there are no matters regarding the proposed change of auditor which need to be brought to the attention of the Shareholders. SHINEWING has also provided its confirmation to the Board and the Audit Committee that from its perspective, there are no matters in relation to its retirement as the Company's auditor which ought to be brought to the attention of the Shareholders and the creditors of the Company.

### **5. 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 2020 at 3:00 p.m.. The notice convening the AGM is set out on pages 15 to 19 of this circular.

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

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

### **6. VOTING AT THE AGM**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at the general meetings must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement of the results of the poll will be published after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all

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## LETTER FROM THE BOARD

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reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 8. RECOMMENDATIONS

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

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

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

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

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 7,357,008,015 Shares.

Subject to the passing of the proposed ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 735,700,801 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.

## **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 2020) 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 for 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:

	<b>Highest Price HK\$</b>	<b>Lowest Price HK\$</b>
<b>2019</b>		
August	0.330	0.255
September	0.305	0.260
October	0.270	0.182
November	0.245	0.204
December	0.239	0.207
<b>2020</b>		
January	0.280	0.234
February	0.247	0.205
March	0.218	0.183
April	0.200	0.173
May	0.196	0.170
June	0.186	0.031
July	0.054	0.035
August (up to the Latest Practicable Date)	0.044	0.037

## 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, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Li Kwong Yuk, the chairman of the Company and an Executive Director, was interested in 3,250,135,405 Shares, representing approximately 44.18% of the issued share capital of the Company, through (i) his personal interests in 164,930,000 Shares, representing approximately 2.24% of the issued share capital of the Company, (ii) Wincon Capital Investment Limited ("WCIL"), the controlling Shareholder and wholly and beneficially owned by Mr. Li, which was interested in 3,071,730,405 Shares, representing approximately 41.75% of the issued share capital of the Company, (iii) Wincon Asset Management Limited ("WAML"), wholly and beneficially owned by Mr. Li, which was interested in 11,475,000 Shares, representing approximately 0.16% of the issued share capital of the Company and (iv) Win Master Group Limited ("WMGL"), wholly and beneficially owned by Mr. Li, which was interested in 2,000,000 Shares, representing approximately 0.03% 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 49.09% and of the total issued share capital of the Company. However, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers 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**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

*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**

**Qualifications and experience**

Mr. Li Kwong Yuk, aged 58, joined the Company as executive Director and the Chairman of the Company on 27 October 2011. He is also the chairman of the Nomination Committee and directors of various subsidiaries of the Company. Mr. Li is a businessman with over 13 years' investment experience in the highway industry in The People's Republic of China (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 WCIL, the controlling Shareholder, and also directors of various companies including Wincon International, WAML, WMGL, 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 (i) did not hold any directorships in other listed companies or any other major appointments and professional qualifications during the last three years prior to the Latest Practicable Date; (ii) did not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iii) did not hold any other positions with the Company or other members of the Group.

**Interests in Shares**

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Li held 3,250,135,405 Shares, representing approximately 44.18% of the issued share capital of the Company, which comprised (i) personal interests of 164,930,000 Shares and (ii) corporate interests of 3,071,730,405 Shares held by WCIL, 11,475,000 Shares held by WAML, and 2,000,000 Shares held by WMGL. Each of WCIL, WAML and WMGL is wholly and beneficially owned by Mr. Li. By virtue of the SFO, Mr. Li is deemed to be interested in the Shares held by WCIL, WAML and WMGL respectively. Mr. Li also held 5,000,000 share options which entitle him to subscribe for 5,000,000 Shares at the exercise price of HK\$0.792 per Share; 7,000,000 share options which entitle him to subscribe for 7,000,000 Shares at the exercise price of HK\$0.456 per Share; and convertible bonds in the principal amount of HK\$980,000,000 which may be converted into 1,225,000,000 Shares at the conversion price of HK\$0.80 per Share. Save as disclosed above, he did not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

**Others**

Mr. Li has entered into a service agreement with the Company in November 2011 for an initial term of two years and automatically renewed for one year from the expiry date of the appointed period until terminated by either party by giving at least three months' notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The emolument in connection with Mr. Li's positions as executive Director and the Chairman of the Company is HK\$3,900,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Remuneration Committee's recommendation.

Save as disclosed above, there are 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) of the Listing Rules.

**MR. CHOW SHIU KI****Qualifications and experience**

Mr. Chow Shiu Ki, aged 52, joined the Company as independent non-executive Director on 27 October 2011. He is also the 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 serving in a senior management role in a consultancy services company and an independent non-executive director of China Assurance Finance Group Limited (stock code: 8090), a company listed on GEM of the Stock Exchange.

Save as disclosed above, Mr. Chow (i) did not hold any directorships in other listed companies or any other major appointments and professional qualifications during the last three years prior to the Latest Practicable Date; (ii) did not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iii) did not hold any other positions with the Company or other members of the Group.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Chow did not have any interest in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

**Others**

Mr. Chow has entered into a service agreement with the Company in November 2011 for an initial term of two years and renewable automatically for one year from the expiry date of the appointed period until terminated by either party by giving at least three months' notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The emolument in connection with Mr. Chow's position as independent non-executive Director is HK\$150,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Remuneration Committee's recommendation.

Save as disclosed above, there are 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) of the Listing Rules.



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## NOTICE OF AGM

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) will be held at Unit 2708, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 September 2020 at 3:00 p.m. for the following purposes:–

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 March 2020.
2. (a) To re-elect Mr. Li Kwong Yuk as executive Director.  
(b) To re-elect Mr. Chow Shiu Ki as independent non-executive Director.  
(c) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To appoint Elite Partners CPA Limited as the auditor of the Company, following the retirement of SHINEWING (HK) CPA Limited, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors to fix its remuneration.

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

### ORDINARY RESOLUTIONS

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

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## NOTICE OF AGM

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nomination amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or otherwise dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or (iv) any issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into the Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:–

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company (the “**Next AGM**”);
- (ii) the expiration of the period within which the Next AGM is required by the Bye-Laws, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.”

“**Rights Issue**” means an offer of the Shares, or offer or issue of warrants, options or other securities giving right to subscribe for the Shares, open for a period fixed by the Directors to eligible holders of the Shares on the register on a fixed record date in proportion to their then holdings of the Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF AGM

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5. “**THAT**:-

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Bye-Laws, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cent. of the aggregate issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:-

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the Next AGM;
  - (ii) the expiration of the period within which the Next AGM is required by the Bye-Laws, the Companies Act or any other applicable laws to be held; or
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** subject to ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above.”

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

Hong Kong, 31 August 2020

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## NOTICE OF AGM

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*Registered office:*

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

*Principal place of business in Hong Kong:*

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

*Notes:*

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he holds two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a Shareholder.
2. A proxy form for use at the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.
3. To be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude the Shareholder from attending and voting in person at the AGM.
4. In the case of joint registered holders of any Share(s), the proxy form may be signed by any joint registered holder, but if more than one joint registered holder are present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of Shareholders in respect of the relevant jointly registered Shares(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
5. The register of members of the Company will be closed from Friday, 25 September 2020 to Wednesday, 30 September 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 24 September 2020.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the AGM, the AGM will not be held on that day and will be adjourned. The Company will publish an announcement on the website of Company at <http://www.dingyi.hk/> and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the 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) and Mr. LI Zhongxia as executive Directors; and Mr. CHOW Shiu Ki, Mr. CAO Kuangyu and Mr. IP Chi Wai as independent non-executive Directors.*

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### Special note

To facilitate the ongoing prevention and control of the COVID-19 pandemic and to safeguard the health and safety of Shareholders and persons helping with the meeting, the Company would like to inform Shareholders that there will be no distribution of corporate gift or serving of refreshment in the meeting in order to reduce person-to-person contact.

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## NOTICE OF AGM

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The Company also recommends Shareholders to appoint the chairman of the meeting as their proxy to vote on relevant resolutions, instead of attending the meeting in person.

Shareholders attending the meeting in person are required to wear surgical face mask, undertake body temperature check and sanitize their hands before they enter the meeting venue. Shareholders are also required to maintain a safe distance between seats at the meeting venue. Any person who does not comply with the precautionary measures to be taken at the meeting may be denied entry into the meeting venue.

The Company will keep evolving COVID-19 situation under review and may change measures, where appropriate.