

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer DINGYI GROUP INVESTMENT LIMITED  
 鼎億集團投資有限公司

Date Submitted 06/07/2021

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>508</u> Description : _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>10,500,000,000</u>	<u>HK\$0.01</u>	<u>HK\$105,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>10,500,000,000</u>	<u>HK\$0.01</u>	<u>HK\$105,000,000</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____





Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
2. N/A						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
3. N/A						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
4. N/A						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
Total B. (Ordinary shares)					-	
(Preference shares)					-	
(Other class)					-	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds	HK\$	343,250,000	-	-	-	-
				(Remarks)		(Remarks)
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.85					
EGM approval date (if applicable) (dd/mm/yyyy)	(02/09/2016)					
2. Convertible Bonds	HK\$	980,000,000	-	980,000,000	-	1,225,000,000
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.80					
EGM approval date (if applicable) (dd/mm/yyyy)	(15/03/2018)					
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	-	
				(Preference shares)	-	
				(Other class)	-	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> <hr/> Ordinary shares ( <i>Note 1</i> )	-	-
2. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> <hr/> Ordinary shares ( <i>Note 1</i> )	-	-
3. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> <hr/> shares ( <i>Note 1</i> )	-	-
<div style="text-align: right;">Total D. (Ordinary shares)</div>	-	
<div style="text-align: right;">(Preference shares)</div>	-	
<div style="text-align: right;">(Other class)</div>	-	

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price :	State currency _____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / / ) ( / / )	_____
2.	Open offer	At price :	State currency _____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / / ) ( / / )	_____
3.	Placing	At price :	State currency _____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / / ) ( / / )	_____
4.	Bonus issue			Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / / ) ( / / )	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable (Note 1) N/A Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
6.	Repurchase of shares			Class of shares repurchased (Note 1) N/A Cancellation date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
7.	Redemption of shares			Class of shares redeemed (Note 1) N/A Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
8.	Consideration issue	At price :	State currency _____	Class of shares issuable (Note 1) N/A Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
9.	Capital reorganisation			Class of shares issuable (Note 1) N/A Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____



Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
10. Other (Please specify)	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / / ) ( / / )	
Total E. (Ordinary shares)				-	
(Preference shares)				-	
(Other class)				-	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	-
	(2)	-
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		-
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		-
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

#### IV. Confirmations

<p>We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:</p> <p>(Note 2)</p> <p>(i) all money due to the listed issuer in respect of the issue of securities has been received by it;</p> <p>(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;</p> <p>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</p> <p>(iv) all the securities of each class are in all respects identical (Note 3);</p> <p>(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;</p> <p>(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;</p> <p>(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and</p> <p>(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.</p>	
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Remarks (if any):

**1. Convertible Bonds A and Convertible Bonds B in the principal amounts of HK\$220 million and HK\$59.5 million respectively**

The Convertible Bonds A and the Convertible Bonds B may be converted into 328,823,529 shares of the Company pursuant to the terms thereof.

The conversion rights attaching to the Convertible Bonds A and the Convertible Bonds B expired on 31 May 2021 and none of these convertible bonds were converted into new shares of the Company on or before 31 May 2021. Accordingly, the number of new shares which may be issued pursuant thereto as at the close of the month became nil. Pursuant to the Third Amendment Deed, these convertible bonds have become a straight debt of the Company with effect from 1 June 2021. For details, please refer to the announcements of the Company dated 11 June 2021 and 17 June 2021.

**2. Convertible Bonds C in the principal amount of HK\$63,750,000**

The Convertible Bonds C may be converted into 75,000,000 shares of the Company pursuant to the terms thereof.

In June 2021, the Company fully redeemed the Convertible Bonds C in cash. Accordingly, none of the Convertible Bonds C were converted into new shares of the Company and the number of new shares of the Company which may be issued pursuant thereto as at close of the month became nil.

Submitted by: SU Xiaonong

Title: Director  
(Director, Secretary or other duly authorised officer)

*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*