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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;  
AND  
(III) 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 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 September 2022 at 3:00 p.m. is set out on pages 13 to 17 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 (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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 2022

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. Introduction .....	3
2. General Mandates to Issue and Repurchase Shares .....	3
3. Re-election of Directors .....	5
4. AGM .....	6
5. Voting at the AGM .....	6
6. Responsibility Statement .....	6
7. Recommendations .....	7
<b>Appendix I — EXPLANATORY STATEMENT</b> .....	8
<b>Appendix II — PARTICULARS OF DIRECTORS PROPOSED                             TO BE RE-ELECTED</b> .....	11
<b>NOTICE OF AGM</b> .....	13

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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 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 September 2022 at 3:00 p.m., a notice of which is set out on pages 13 to 17 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
“Convertible Bonds”	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 of the Board and an executive Director), 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 circular of the Company dated 28 February 2018
“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

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## DEFINITIONS

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“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
“Latest Practicable Date”	22 July 2022, 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
“Share(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 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. WANG Xiaohua

*Registered Office:*

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

*Independent Non-executive Directors:*

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

*Principal Place of Business*

*in Hong Kong:*  
Unit 2703, 27/F.  
Convention Plaza – Office Tower  
1 Harbour Road  
Wanchai, Hong Kong

29 July 2022

*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;  
AND  
(III) 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; and (ii) the re-election of the retiring 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.

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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 7,356,783,015 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 1,471,356,603 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 713,500,000 outstanding share options are exercised; (ii) all Convertible Bonds convertible into 1,225,000,000 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 9,295,283,015 Shares and therefore, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 1,859,056,603 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 7,356,783,015 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 735,678,301 Shares under the Repurchase Mandate. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the assumption that (i) all 713,500,000 outstanding share options are exercised; (ii) all Convertible Bonds convertible into 1,225,000,000 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 9,295,283,015 Shares and therefore, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of

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## LETTER FROM THE BOARD

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929,528,301 Shares, representing 10% of the number of Shares in issue at the time of the passing of the ordinary resolution.

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. Su Xiaonong and Mr. Ip Chi Wai 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. Su Xiaonong and Mr. Ip Chi Wai 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. Ip Chi Wai 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. Ip Chi Wai's experience in legal profession and his working profile as set out in Appendix II to this circular and is satisfied that Mr. Ip Chi Wai 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.

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## LETTER FROM THE BOARD

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### **4. AGM**

The AGM will be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 September 2022 at 3:00 p.m. The notice convening the AGM is set out on pages 13 to 17 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 (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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.

### **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.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATIONS

The Directors consider that the proposed (i) grant of the General Mandates; and (ii) re-election of the retiring Directors 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 7,356,783,015 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 to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 735,678,301 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 statements for the year ended 31 March 2022) 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>2021</b>		
August	0.119	0.085
September	0.120	0.087
October	0.112	0.085
November	0.104	0.085
December	0.098	0.078
<b>2022</b>		
January	0.097	0.080
February	0.095	0.083
March	0.087	0.064
April	0.120	0.078
May	0.097	0.072
June	0.086	0.064
July (up to the Latest Practicable Date)	0.079	0.051

#### 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, 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 Repurchase 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 Board and an executive Director, was interested in 3,288,685,405 Shares, representing approximately 44.70% of the issued share capital of the Company, through (i) his personal interests in 222,040,000 Shares, representing approximately 3.02% 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 3,053,170,405 Shares, representing approximately 41.50% of the issued share capital of the Company; (iii) Wincon Asset Management Limited, 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, 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 49.67% 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 repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

### MR. SU XIAONONG (“MR. SU”)

#### Qualifications and experience

Mr. Su, aged 58, joined the Company as executive Director and chief executive officer of the Company (the “**Chief Executive Officer**”) on 27 October 2011. He is also a member of the Remuneration Committee and directors of various subsidiaries of the Company. Mr. Su graduated from East China College of Political Science and Law in 1986. He has been director or management of various venture capital, private equity and investment consultancy companies in the PRC, including 深圳市國發投資管理有限公司 (Shenzhen Gofar Investment Management Co., Ltd., being its unofficial English translation) during the period from April 2003 to November 2007. Mr. Su currently works at 深圳市中聯易業投資顧問有限公司 (Shenzhen Union Venture Capital Consulting 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). He is also a partner and vice president of Shenzhen Dingyi Venture Capital L.P.

Save as disclosed above, Mr. Su (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. Su has personal interests of 14,655,000 Shares and 50,000,000 share options which entitle him to subscribe for 50,000,000 Shares at the exercise price of HK\$0.456 per Share. Save as disclosed above, Mr. Su does not have, and is not deemed to have, any interest and short position in the shares or underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

#### Others

Mr. Su entered into a service agreement with the Company in October 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. Su’s positions as executive Director and the Chief Executive Officer is HK\$560,000 and RMB74,318.19 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.

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## **APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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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. Su that is required to be disclosed pursuant to any requirements under Rule 13.51(2) of the Listing Rules.

### **MR. IP CHI WAI (“MR. IP”)**

#### **Qualifications and experience**

Mr. Ip, aged 54, joined the Company as independent non-executive Director on 31 March 2016. He is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. He graduated from The University of Hong Kong with a Degree of a Bachelor of Laws. He is a qualified solicitor in Hong Kong and has more than 20 years of experience in the legal profession. Mr. Ip is currently an independent non-executive director of Asia Standard Hotel Group Limited (stock code: 292) and Wealthy Way Group Limited (stock code: 3848), both of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Ip (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. Ip 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. Ip entered into a service agreement with the Company in March 2016 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. Ip'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 is no other matters that need to be brought to the attention of the Shareholders nor any information relating to Mr. Ip 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 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 September 2022 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 2022.
2.
  - (a) To re-elect Mr. Su Xiaonong as executive Director.
  - (b) To re-elect Mr. Ip Chi Wai as independent non-executive Director.
  - (c) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint Elite Partners CPA Limited as the auditor 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, 29 July 2022

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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 2703, 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/she holds two or more Shares, more than one proxy to attend and vote in his/her stead. A proxy need not be a Shareholder. In light of the pandemic situation of COVID-19, Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxies to vote on the resolutions, instead of attending the AGM in person.
2. 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 (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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.
3. 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.
4. The register of members of the Company will be closed from Friday, 23 September 2022 to Wednesday, 28 September 2022 (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 (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) not later than 4:30 p.m. on Thursday, 22 September 2022.
5. 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 <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. WANG Xiaohua 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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## NOTICE OF AGM

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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.

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.