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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) will be held at 3:00 p.m. on Friday, 18 August 2023 at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

Unless otherwise specified, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 2 August 2023.

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the conditional subscription agreement (the “**Subscription Agreement**”) (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for identification purpose) dated 23 June 2023 and entered into between the Company and Li Kwong Yuk (the “**Subscriber**”) in respect of the subscription (the “**Subscription**”) for the Convertible Bonds (the “**Convertible Bonds**”) in principal amount of HK\$980,000,000 to be issued by the Company (which Convertible Bonds are convertible into conversion shares of the Company (the “**Conversion Shares**”) at the initial conversion price of HK\$0.4 per share (or HK\$4 per Conversion Share if the Share Consolidation as hereinafter described becoming effective), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the terms and conditions of the instrument of the convertible bonds (the “**CB Instrument**”) to be executed by the Company in relation to the Convertible Bond to be issued by the Company to the Subscriber (a copy of which has been produced to the Meeting marked “B” and initialed by the chairman of the Meeting for identification purpose) be and are hereby approved, confirmed and ratified;
- (c) conditional upon the Stock Exchange having approved the listing of and dealing in the Conversion Shares, the Directors be and are hereby granted the specific mandate (the “**Specific Mandate**”) to allot and issue the Conversion Shares in accordance with the terms of the Subscription Agreement and the CB Instrument, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the allotment and issue of the Convertible Bonds to the Subscriber.”

2. “**THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$105,000,000 divided into 10,500,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of additional 9,500,000,000 new unissued Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Increase in Authorised Share Capital.”

3. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the consolidated shares of HK\$0.1 each (the “**Consolidated Shares**”) arising from the Share Consolidation (as defined below) pursuant to this resolution, with effect from the second business day immediately following the date on which this resolution is passed:
- (a) every ten (10) issued and unissued shares of HK\$0.01 each (“**Existing Share(s)**”) in the capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.1 each (“**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders (“**Shareholder(s)**”) of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
  - (c) any one of the directors of the Company be and is hereby authorised generally to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By order of the Board  
**DINGYI GROUP INVESTMENT LIMITED**  
**Su Xiaonong**  
*Acting Chairman and Chief Executive Officer*

Hong Kong, 2 August 2023

*Notes:*

1. Any Shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM 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.
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 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude the Shareholder from attending and voting in person at the SGM.
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 SGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of Shareholders in respect of the relevant jointly registered Shares(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.

4. The register of members of the Company will be closed from Tuesday, 15 August 2023 to Friday, 18 August 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the SGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 14 August 2023.
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 SGM, the SGM will not be held on that day and will be adjourned. The Company will publish an announcement on the website of Company at [www.dingyi.hk](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. SU Xiaonong (Acting Chairman and Chief Executive Officer), Mr. WANG Xiaohua and Mr. HO Cheong Hang Edmond as Executive Directors; and Mr. CHOW Shiu Ki, Mr. CAO Kuangyu and Mr. IP Chi Wai as Independent Non-executive Directors.*