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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON FRIDAY, 18 AUGUST 2023**

References are made to the circular of DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) dated 2 August 2023 (the “**Circular**”) and the notice (the “**Notice**”) of the SGM dated 2 August 2023. Terms used in this announcement shall have the same meaning as those defined in the Circular unless the context requires otherwise.

#### **POLL RESULTS OF THE SGM**

The Board announces that (i) the proposed ordinary resolution no. 1 as set out in the Notice relating to the Subscription of the Convertible Bonds was not passed by the Independent Shareholders; and (ii) the resolutions nos. 2 & 3 as set out in the Notice relating to the Share Consolidation and the Increase in Authorised Share Capital were duly passed by the Shareholders, by way of poll at the SGM held on Friday, 18 August 2023 at 3:00 p.m..

As at the date of the SGM, the total number of issued Shares was 7,356,783,015 Existing Shares.

As disclosed in the Circular, the Subscriber is a connected person of the Company under the Listing Rules so the Subscription constitutes a connected transaction of the Company subject to the Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules by way of poll at the SGM. The Subscriber and his associates are required to abstain from voting on the resolution in respect of the Subscription at the SGM. As at date of the SGM, the Subscriber and his associates (namely, the companies controlled by him including WCIL, WAML and WMGL) were entitled to voting rights of 3,299,985,405 Existing Shares (representing approximately 44.86% of the total voting rights of the Existing Shares). Accordingly, the total number of Existing Shares entitling the Independent Shareholders to attend and vote on the resolution in respect of the Subscription proposed at the SGM was 4,056,797,610 Shares (representing approximately 55.14% of the total issued share capital of the Company as at the date of the SGM).

On the other hand, no Shareholder were required to abstain from voting in favour of the resolutions relating to the Increase in Authorised Share Capital and the Share Consolidation at the SGM. Accordingly, the total number of Existing Shares entitling the Shareholders to attend and vote on the resolutions in respect of the Increase in Authorised Share Capital and the Share Consolidation at the SGM was 7,356,783,015 Shares (representing approximately 100% of the total issued share capital of the Company as at the date of the SGM).

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder was entitled to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and no other Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the SGM. None of the Shareholders had indicated in the Circular their intention to vote against or to abstain from voting on the resolutions at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The poll results in respect of the resolutions at the SGM are as follows:

<b>ORDINARY RESOLUTIONS</b> <i>(Note 1)</i>		<b>Number of votes cast and percentage of total number of votes cast</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Subscription of the Convertible Bonds and the grant of the Specific Mandate	428,600 <i>(Note 2)</i> (0.05%)	908,685,000 (99.95%)
2.	To approve the proposed Increase in Authorised Share Capital	3,289,499,005 (78.36%)	908,685,000 (21.64%)
3.	To approve the proposed Share Consolidation	3,289,499,005 (78.36%)	908,685,000 (21.64%)

*Notes:*

- (1) Please refer to the Notice for full text of the resolutions.
- (2) The Company received voting instructions for the resolution no. 1 in respect of 3,289,070,405 Shares from the Subscriber (and his controlled entities), who should abstain from voting on such resolution in accordance with the Listing Rules. These votes in favour of the resolution no. 1 casted by the Subscriber were therefore disallowed and did not count in the number of votes on the resolution no. 1. The Subscriber has confirmed in writing to the Company on the date of the SGM that he gave instruction to vote for resolution no. 1 by mistake when he submitted the voting instructions for voting on resolutions nos. 2 & 3 (which he was entitled to).

As less than 50% of the votes were casted in favour of the resolution no. 1 at the SGM, such resolution was not passed by the Independent Shareholders. As more than 50% of the votes were casted in favour of the resolutions nos. 2 & 3 at the SGM, such resolutions were duly passed by the Shareholders.

Since the Subscription of the Convertible Bonds is subject to fulfilment of condition precedent including the passing of the resolution by the Independent Shareholders at the SGM, and now the resolution is not passed, the Subscription will not proceed. The Directors consider that the termination of the Subscription will not have any material adverse impact on the business and operation of the Group. As the Company will not be able to utilize the proceeds of the Convertible Bonds for redemption of the 2018 CB, the Company will negotiate with the Subscriber on alternative proposal in settlement of the 2018 CB.

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

Hong Kong, 18 August 2023

*As at the date of this announcement, 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.*