THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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 Thursday, 21 August 2025 at 3:00 p.m. is set out on pages 18 to 22 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 Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, 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.

29 July 2025

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NOTICE OF AGM 18

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 Thursday, 21 August 2025 at 3:00 p.m., the notice of which is set out on pages 18 to 22 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
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"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
"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
"HKSCC"	Hong Kong Securities Clearing Company Limited
"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 (excluding treasury shares, if any) at the date of the passing of such resolution at the AGM

"Latest Practicable Date"	28 July 2025, 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 (excluding treasury shares, if any) 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$0.1 par value each in the share capital of the Company
"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
"Treasury Shares"	has the same meaning as defined in the Listing Rules
"%"	per cent.

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. SU Xiaonong *(Chief Executive Officer)*
Mr. ZENG Shan

Non-executive Directors:
Mr. YUE Ying *(Chairman)*
Ms. LIU Miaomiao

Independent Non-executive Directors:
Mr. CHOW Shiu Ki
Mr. IP Chi Wai
Mr. CHEUNG Chi Wai

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

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

29 July 2025

To the Shareholders

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; (ii) the re-election of the retiring Directors; and to give you notice of the 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.

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 (including any sale or transfer of treasury shares, if any) 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 (excluding treasury shares, if any) as at the date of passing of the resolution.

Subject to the passing of the proposed ordinary resolution granting the Issue Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM and based on the total number of Shares in issue of 850,678,301 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 170,135,660 new Shares under the Issue Mandate. 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 (excluding treasury shares, if any) at the date of the passing of the resolution.

Subject to the passing of the proposed ordinary resolution granting the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM and based on the issued share capital of the Company of 850,678,301 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 85,067,830 Shares under the Repurchase Mandate.

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 (excluding treasury shares, if any) 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 seven Directors. In accordance with Bye-Law 95 of the Bye-laws, Mr. Yue Ying, Mr. Zeng Shan, Ms. Liu Miaomiao and Mr. Cheung Chi Wai shall hold office only until the first annual general meeting of the Company after their appointment. They, being eligible, have offered themselves for re-election at the AGM. According to Bye-Law 112 of the Bye-Laws, Mr. Ip Chi Wai shall retire from office by rotation and, being eligible, has offered himself for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Yue Ying. Mr. Zeng Shan, Ms. Liu Miaomiao, Mr. Ip Chi Wai and Mr. Cheung Chi Wai to the Board for it to recommend to Shareholders for re-election at the AGM.

The nominations of the 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 and Mr. Cheung Chi Wai based on their respective written confirmations of independence given to the Company in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and confirmed that they remain independent. Mr. Ip has been an independent non-executive Director for more than nine years, but does not have management role in the Group since his appointment on 31 March 2016. He has expressed his willingness to exercise independent judgement and has been giving objective views to the Company. There is no evidence that length of tenure is having an unfavourable influence on his independence. In addition, the Nomination Committee has also considered that like other independent non-executive Directors, Mr. Ip is able to continue to have effective oversight of the management. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Mr. Ip over the years, he has the required character, integrity, independence and experience to perform the role of an independent non-executive Director. The Board is not aware of any circumstances that might influence Mr. Ip in exercising his independence and experience to perform the role of an independent non-executive Director.

The Board, having considered the recommendation of the Nomination Committee, is of the view that Mr. Yue Ying, Mr. Zeng Shan, Ms. Liu Miaomiao, Mr. Ip Chi Wai and Mr. Cheung Chi Wai shall continue to contribute to the Board with their skills, experience and diversity of perspectives appropriate to the requirements of the Group's business as well as devotion to the Group. The Board believed that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

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

4. AGM

The AGM will be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 21 August 2025 at 3:00 p.m.. The notice convening the AGM is set out on pages 18 to 22 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 and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, 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.

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.

7. RECOMMENDATIONS

The Directors consider that the proposed ordinary resolutions, including but not limited to, the (i) grant of the General Mandates and (ii) the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the ordinary 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
YUE Ying
Chairman

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 850,678,301 Shares and the Company did not hold any treasury 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 85,067,830 Shares, being 10% of the issued share capital of the Company (excluding treasury shares, if any) 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 proceeds 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. IMPACT OF REPURCHASES

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 2025) in the event that the Repurchase Mandate is exercised in full. 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, is from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest Price *HK$*	Lowest Price *HK$*
2024		
July	0.540	0.490
August	0.600	0.480
September	0.560	0.460
October	0.560	0.390
November	0.540	0.445
December	0.630	0.430
2025		
January	0.450	0.330
February	0.440	0.350
March	0.375	0.305
April	0.335	0.255
May	0.400	0.240
June	0.405	0.340
July (up to the Latest Practicable Date)	0.390	0.315

6. DISCLOSURE OF INTERESTS

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. GENERAL

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and

the Memorandum of Association of the Company and the Bye-Laws. Neither the Explanatory Statement in this Appendix I nor the Repurchase Mandate has any unusual features.

The Company may cancel the repurchased Shares following settlement of any share buy-back and/or hold them as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

8. 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, being the controlling Shareholder, was interested in 326,256,540 Shares, representing approximately 38.35% of the issued share capital of the Company, through (i) his personal interests in 26,942,000 Shares, representing approximately 3.17% 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 297,967,040 Shares, representing approximately 35.03% of the issued share capital of the Company; (iii) Wincon Asset Management Limited, wholly and beneficially owned by Mr. Li, which was interested in 1,147,500 Shares, representing approximately 0.13% 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 200,000 Shares, representing approximately 0.02% 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 42.61% 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 the public falling below the prescribed minimum percentage of 25%.

9. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares was 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. YUE YING ("Mr. Yue")

Qualifications and Experience

Mr. Yue, aged 61, joined the Company as a non-executive Director and the Chairman of the Board on 15 October 2024. He is also the chairman of the Nomination Committee. He graduated from Henan University with a bachelor's degree in Economics in 1985. He also holds a master's degree in Economics awarded by Southwestern University of Finance and Economics. Mr. Yue has over 30 years' work experience in banking, finance and risk management. From July 1988 to June 1993, Mr. Yue joined 中國建設銀行廣東省分行 (Guangdong Branch of China Construction Bank*) and served successively as its loan officer, section chief of the Human Resources Department and sub-branch president. From June 1993 to June 2003, he successively worked as president of 廣州黃埔支行 (Guangzhou Huangpu Sub-branch*), president of 廣州開發區支行 (Guangzhou Development Zone Sub-branch*) and president of 東莞分行 (Dongguan Branch*). From July 2003 to February 2009, he was appointed the vice president of 廣東省分行 (Guangdong Branch*) and from February 2009 to November 2013, he was appointed as president of 蘇州分行 (Suzhou Branch*). From December 2013 to January 2022, Mr. Yue joined 招商銀行南京分行 (Nanjing Branch of China Merchants Bank*) as president and, successively served as president of 深圳分行 (Shenzhen Branch*), and business director of the head office of the bank. Mr. Yue is also currently employed as a visiting professor at 深圳大學管理學院 (College of Management, Shenzhen University*). Besides, he is the chairman of 南方科技大學教育基金投委會 (the investment committee of Southern University of Science and Technology Education Foundation*) and the honorary president of 深圳婦女兒童發展基金 (Shenzhen Women and Children Development Foundation*).

Save as disclosed above, Mr. Yue (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. Yue 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.

* *For identification purpose only*

Others

Mr. Yue entered into a service agreement with the Company in October 2024 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 Director's fee in connection with Mr. Yue's position as the Chairman and non-executive Director is HK$600,000 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. Yue that is required to be disclosed pursuant to any requirements under Rule 13.51(2) of the Listing Rules.

MR. ZENG SHAN ("Mr. Zeng")

Qualifications and Experience

Mr. Zeng, aged 62, joined the Company as an executive Director on 15 October 2024. He graduated from Sichuan University with a bachelor's degree in Theoretical Physics in 1984. He completed a postgraduate course in Demography at Renmin University of China in 1989. He also holds a doctor's degree in Economics from Southwestern University of Finance and Economics. Mr. Zeng has over 30 years' work experience in investment, business management and restructuring. He served as the secretary and deputy director general at 中國中青年農村經濟研究會 (China Youth and Middle-aged Rural Economic Research Association*) from February 1989 to November 1991 and worked as director and deputy general manager in 中國中小企業投資有限公司 (China Small and Medium Enterprises Investment Co., Ltd.*) from November 1991 to November 1994. Mr. Zeng was the general manager of three companies in the People's Republic of China, namely 海南農村發展建設聯合總公司 (Hainan Rural Development and Construction United Corporation*) from November 1994 to August 1996, 北京市華德實業公司 (Beijing Huade Industrial Company*) from August 1996 to June 1999 and 北京華德投資有限公司 (Beijing Huade Investment Co., Ltd.*) from August 1999 to August 2012 respectively. In September 2012, he joined 北京賽伯樂綠科投資管理有限公司 (Beijing Cybernaut Greentech Investment Management Co., Ltd.*) and served as the managing partner and vice chairman until September 2023. As from November 2023, Mr. Zeng has been working as a senior partner at 深圳前海中力股權投資基金管理有限公司 (Shenzhen Qianhai Zhongli Equity Investment Fund Management Co., Ltd.*).

Save as disclosed above, Mr. Zeng (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,

* *For identification purpose only*

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. Zeng has personal interests of 20,546,500 Shares. Save as disclosed above, Mr. Zeng 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. Zeng entered into a service agreement with the Company in October 2024 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. Zeng's position as executive Director amounts to approximately HK$600,000 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. Zeng that is required to be disclosed pursuant to any requirements under Rule 13.51(2) of the Listing Rules.

MS. LIU MIAOMIAO ("Ms. Liu")

Qualifications and Experience

Ms. Liu, aged 35, joined the Company as non-executive Director on 23 December 2024. She is also a member of the Nomination Committee. She graduated from Shenzhen University in 2011 with a bachelor's degree in Economics. She also holds a master's degree in Business Administration awarded by Peking University. Ms. Liu has over 10 years' work experience in organization & management and business integration. From February 2012 to April 2018, she worked as the chief representative at Shenzhen Office at 比利時王國駐廣州總領事館瓦隆地區商務處 (Wallonia Export – Investment Agency of the Consulate General of Belgium in Guangzhou*). From May 2018 to May 2023, she served as the chief representative, Greater China at 巴林王國經濟發展委員會 (Bahrain Economic Development Board*). Ms. Liu is currently the Business Development Director – China at Ras Al Khaimah Economic Zone.

Save as disclosed above, Ms. Liu (i) did not hold any directorships in other listed companies or any other major appointments and professional qualifications during the last three

* *For identification purpose only*

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, Ms. Liu 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

Ms. Liu entered into a service agreement with the Company in December 2024 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. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The Director's fee in connection with Ms. Liu's position as non-executive Director is HK$120,000 per annum which was determined by the Board with reference to her 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 Ms. Liu 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 57, joined the Company as independent non-executive Director on 31 March 2016. He is also a member of each 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 International Group Limited (stock code: 129) which is listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Haosen Fintech Group Limited (stock code: 3848), which is listed on the Main Board of the Stock Exchange, from June 2017 to May 2025 and an independent non-executive director of Asia Standard Hotel Group Limited, the shares of which were withdrawn from listing on the Stock Exchange on 22 October 2024, from December 2003 to April 2023.

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 Director's fee 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.

MR. CHEUNG CHI WAI ("Mr. Cheung")

Qualifications and Experience

Mr. Cheung Chi Wai, aged 70, joined the Company as independent non-executive Director on 23 December 2024. He is also a member of the Nomination Committee. He graduated from 湖北財經學院 (Hubei University of Finance and Economics*) (now renamed Zhongnan University of Economics and Law) in 1982 with a bachelor's degree in National Economic Planning. He has over 40 years' work experience in management and banking. In January 1982, Mr. Cheung joined 中國建設銀行廣東省分行 (Guangdong Branch of China Construction Bank*) and worked in the Planning and Accounting Department till July 1983. From August 1983 to September 1984, he worked as the vice president of 中國建設銀行廣州鐵路支行 (Guangzhou Railway Branch of China Construction Bank*). From October 1984 to July 1986 and from August 1986 to July 1991, Mr. Cheung served successively as a deputy director of the office and a director of the office at 中國建設銀行廣東省分行 (Guangdong Branch of China Construction Bank*). From August 1991 to November 1993 and from December 1993 to June 1995, he successively worked as the president of 中國建設銀行廣東省肇慶市分行 (Zhaoqing Branch of China Construction Bank, Guangdong Province*) and the vice president of 中國建設銀行廣東省

* *For identification purpose only*

分行 (Guangdong Branch of China Construction Bank*). From July 1995 to September 1999 and from October 1999 to April 2000, Mr. Cheung served successively as the president of 中國建設銀行廣州市分行 (Guangzhou Branch of China Construction Bank*) and the vice president of 中國建設銀行廣東省分行 (Guangdong Branch of China Construction Bank*). From May 2000 to July 2001, Mr. Cheung served as the vice president (responsible for the overall operation) of 中國建設銀行廣東省分行 (Guangdong Branch of China Construction Bank*). From August 2001 to May 2006, he served as the general manager of 深圳市眾益福實業發展有限公司 (Shenzhen Zhongyifu Industrial Development Co., Ltd.*). Mr. Cheung is the chairman of 廣東今盛文化藝術策劃有限公司 (Guangdong Jinsheng Culture and Art Planning Co., Ltd.*).

Save as disclosed above, Mr. Cheung (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. Cheung 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. Cheung entered into a service agreement with the Company in December 2024 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 Director's fee in connection with Mr. Cheung's position as independent non-executive Director is HK$120,000 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. Cheung that is required to be disclosed pursuant to any requirements under Rule 13.51(2) of the Listing Rules.

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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 Thursday, 21 August 2025 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 2025.

2. (a) To re-elect Mr. Yue Ying as non-executive Director.

   (b) To re-elect Mr. Zeng Shan as executive Director.

   (c) To re-elect Ms. Liu Miaomiao as non-executive Director.

   (d) To re-elect Mr. Ip Chi Wai as independent non-executive Director.

   (e) To re-elect Mr. Cheung Chi Wai as independent non-executive Director.

   (f) To authorise the Board of Directors to fix the Directors' remuneration.

3. To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix the auditor's remuneration.

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

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$0.1 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 (including any sale and transfer of treasury shares out of treasury) 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;

(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 and treasury shares sold and/or transferred out of treasury or agreed conditionally or unconditionally to be sold and/ or transferred out of treasury by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights 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 (including the sale and/or transfer of any shares which are held as treasury shares out of treasury), shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) 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 rights 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 of 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)."

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 (excluding treasury shares, if any) 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
YUE Ying
Chairman

Hong Kong, 29 July 2025

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
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.

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 Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, 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.

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 is present at the AGM, whether in person or by proxy, the joint registered holder whose name stands first on the register of members of the Company 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 Monday, 18 August 2025 to Thursday, 21 August 2025 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at 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 Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 August 2025. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Thursday, 21 August 2025.

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. SU Xiaonong (Chief Executive Officer) and Mr. ZENG Shan as executive Directors; Mr. YUE Ying (Chairman) and Ms. LIU Miaomiao as non-executive Directors; and Mr. CHOW Shiu Ki, Mr. IP Chi Wai and Mr. CHEUNG Chi Wai as independent non-executive Directors.