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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.*