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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 4:00 p.m. on Friday, 19 September 2025 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 1 September 2025.

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 31 July 2025 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$0.328 per share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

   (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 Bonds 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$200,000,000 divided into 2,000,000,000 Shares to HK$500,000,000 divided into 5,000,000,000 Shares by the creation of additional 3,000,000,000 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."

By order of the Board
DINGYI GROUP INVESTMENT LIMITED
YUE Ying
Chairman

Hong Kong, 1 September 2025

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 Investor Services 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, 16 September 2025 to Friday, 19 September 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 September 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 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 and on the website of the Stock Exchange at 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.