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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;
(III) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(IV) 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, 24 September 2026 at 3:00 p.m. is set out on pages 16 to 19 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.

2 September 2026

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DEFINITIONS

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, 24 September 2026 at 3:00 p.m., the notice of which is set out on pages 16 to 19 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

DEFINITIONS

“Latest Practicable Date”	28 August 2026, 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, as amended, supplemented or otherwise modified from time to time
“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, as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 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, as amended, supplemented or otherwise modified from time to time
“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 Director:

Mr. YUE Ying (*Chairman*)

Independent Non-executive Directors:

Mr. CHOW Shiu Ki

Mr. IP Chi Wai

Mr. CHEUNG Chi Wai

Ms. YIN Shan

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

2 September 2026

To the Shareholders

Dear Sir or Madam,

(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(II) RE-ELECTION OF DIRECTORS;

(III) PROPOSED RE-APPOINTMENT OF AUDITOR;

AND

(IV) 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; (iii) the proposed re-appointment of auditor; 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.

LETTER FROM THE BOARD

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 of 865,922,203 Shares in issue as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 173,184,440 new Shares under the Issue Mandate. In addition, an ordinary resolution will be proposed to authorise an 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 total of 865,922,203 Shares in issue as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 86,592,220 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.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors. In accordance with Bye-Law 95 of the Bye-Laws, Ms. Yin Shan shall hold office only until the first annual general meeting of the Company after her appointment on 15 September 2025. She, being eligible, has offered herself for re-election at the AGM. According to Bye-Law 112 of the Bye-Laws, Mr. Su Xiaonong and Mr. Chow Shiu Ki shall retire from office by rotation and, being eligible, have offered themselves for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Su Xiaonong, Mr. Chow Shiu Ki and Ms. Yin Shan to the Board for it to recommend to the 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 with due consideration of 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. Chow Shiu Ki and Ms. Yin Shan 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. Chow Shiu Ki has been an independent non-executive Director for more than nine years, but does not have any management role in the Group since his appointment on 27 October 2011. 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. Chow 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. Chow 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. Chow 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. Su Xiaonong, Mr. Chow Shiu Ki and Ms. Yin Shan 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 believes that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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

4. PROPOSED RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Confucius International CPA Limited as the auditor of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 March 2027. The re-appointment of the auditor of the Company has been reviewed by the Audit Committee which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the AGM.

Having considered factors including the complexity and business operations of the Company, the expected audit scope, the audit timetable and the auditor's resources required, the estimated audit fee of Confucius International CPA Limited for the audit services for the year ending 31 March 2027 is expected to be in the range of approximately HK\$1,600,000 to approximately HK\$1,650,000 (the "Estimated Audit Fee"). The Estimated Audit Fee is considered to be fair and reasonable after due consideration of the facts and circumstances known as of the Latest Practicable Date.

5. AGM

The AGM will be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 24 September 2026 at 3:00 p.m. The notice convening the AGM is set out on pages 16 to 19 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.

6. 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

LETTER FROM THE BOARD

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.

7. 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.

8. RECOMMENDATIONS

The Directors consider that the proposed ordinary resolutions, including but not limited to, the (i) grant of the General Mandates, (ii) the re-election of the retiring Directors and the proposed re-appointment of auditor 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 865,922,203 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 86,592,220 Shares, being 10% of the total number of the issued Shares (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 asset value of the Company 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 (compared with the position disclosed in the Company's latest published audited financial statements for the year ended 31 March 2026) 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 circumstances, 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 <i>HK\$</i>	Lowest Price <i>HK\$</i>
2025		
August	0.395	0.305
September	0.440	0.310
October	0.445	0.380
November	0.430	0.375
December	0.410	0.350
2026		
January	0.800	0.360
February	0.750	0.560
March	0.650	0.470
April	0.650	0.430
May	0.550	0.420
June	0.430	0.305
July	0.405	0.320
August (up to the Latest Practicable Date)	0.350	0.265

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 341,500,442 Shares, representing approximately 39.44% of the total issued Shares, through (i) his personal interests in 42,185,902 Shares, representing approximately 4.87% of the total issued Shares; (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 34.41% of the total issued Shares; (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 total issued Shares; 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 total issued Shares. 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 will be increased to approximately 43.82% of the total number of the issued Shares. 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 hands of the public falling below the prescribed minimum percentage of 25%.

9. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased a total of 10,000 Shares on the Stock Exchange, details of which are set out below:

Date of repurchase	Number of Shares repurchased	Repurchase price per Share	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
21 July 2026	10,000	0.345	0.345

The following are the particulars of the Directors proposed to be re-elected at the AGM in accordance with the Listing Rules:

MR. SU XIAONONG (“Mr. Su”)

Qualifications and Experience

Mr. Su, aged 62, joined the Company as an executive Director and the chief executive officer of the Company (the “**Chief Executive Officer**”) on 27 October 2011. He acted as the Acting Chairman of the Board and the chairman of the Nomination Committee from 30 December 2022 to 14 October 2024. He is also a member of the Remuneration Committee and directors of various subsidiaries of the Company. Mr. Su graduated from East China College of Political Science and Law in 1986. He has been director or management of various venture capital, private equity and investment consultancy companies in the People’s Republic of China (“**PRC**”), including 深圳市國發投資管理有限公司 (Shenzhen Gofar Investment Management Co., Ltd.*) during the period from April 2003 to November 2007. Mr. Su currently works at 深圳市中聯易業投資顧問有限公司 (Shenzhen Union Venture Capital Consulting Co., Ltd.*) and 深圳市鼎億萬通投資有限公司 (Shenzhen Dingyi Wantong Investment Co., Ltd.*). He is also a partner and vice president of 深圳市鼎億資本投資企業(有限合夥) (Shenzhen Dingyi Venture Capital L.P.*).

Save as disclosed above, Mr. Su (i) did not hold any directorships in other listed companies or any other major appointments 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. Su has personal interests of 1,465,500 Shares and 4,000,000 share options which entitle him to subscribe for 4,000,000 Shares at the exercise price of HK\$0.35 per Share. Save as disclosed above, Mr. Su did not 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. Su entered into a service agreement with the Company in October 2011 for an initial term of two years which is renewable automatically for one year from the expiry date of each appointed period until terminated by either party by giving the other party 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. Su’s position as an executive Director and the Chief Executive Officer amounts to approximately

* For identification purposes only

HK\$560,000 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 recommendations.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor any information relating to Mr. Su that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

MR. CHOW SHIU KI ("Mr. Chow")

Qualifications and Experience

Mr. Chow, aged 58, joined the Company as an independent non-executive Director on 27 October 2011. He is also the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. Mr. Chow has accumulated years of working experience in auditing, accounting and corporate finance areas. He holds a Master Degree in Professional Accounting. Mr. Chow is a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Hong Kong Institute of Certified Public Accountants. He has worked for various private and listed companies at senior management level. He is currently serving in a senior management role in a consultancy services company.

Save as disclosed above, Mr. Mr. Chow (i) did not hold any directorships in other listed companies or any other major appointments 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. Chow has 850,000 share options which entitle him to subscribe for 850,000 Shares at the exercise price of HK\$0.35 per Share. Save as disclosed above, Mr. Chow did not have any interest in the shares or underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Others

Mr. Chow entered into a service agreement with the Company in November 2011 for an initial term of two years which is renewable automatically for one year from the expiry date of each appointed period until terminated by either party by giving the other party 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. Chow's position as an 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 recommendations.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor any information relating to Mr. Chow that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

MS. YIN SHAN ("Ms. Yin")

Qualifications and Experience

Ms. Yin, aged 42, joined the Company as an independent non-executive Director on 15 September 2025. She is also a member of the Nomination Committee. She graduated from 北京工商大學 (Beijing Technology and Business University*) in 2007 with a bachelor's degree in Economics. In 2011, she completed a part-time postgraduate course in Finance at 對外經濟貿易大學 (University of International Business and Economics*). She also holds an executive master's degree in Business Administration awarded by 長江商學院 (Cheung Kong Graduate School of Business*). Ms. Yin has over 10 years' work experience in management & communication. From September 2007 to September 2008, she worked as the marketing manager at 北京天通信達科技有限公司 (Beijing Tiantong Communication Technology Co., Ltd.*). From September 2008 to September 2010, she served as the director of operations at 北京天通信達科技有限公司 (Beijing Tiantong Communication Technology Co., Ltd.*). From September 2010 to September 2012, she worked as the deputy general manager at 北京中港星文化傳播有限公司 (Beijing Zhonggangxing Culture Communication Co., Ltd.*). As from September 2012, she has been working as the general manager at 北京中港星文化傳播有限公司 (Beijing Zhonggangxing Culture Communication Co., Ltd.*). In addition, Ms. Yin is also currently the general manager of 廣州君雲資訊服務有限公司 (Guangzhou Junyun Information Service Co., Ltd.*) and the managing director of 中港傳媒有限公司 (China Hong Kong Media Co., Ltd.*) since May 2011 and September 2014 respectively.

Save as disclosed above, Ms. Yin (i) did not hold any directorships in other listed companies or any other major appointments 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, Ms. Yin did not have any interest in the shares or underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

* For identification purpose only

Others

Ms. Yin entered into a service agreement with the Company in September 2025 for an initial term of two years which is renewable automatically for one year from the expiry date of each appointed period until terminated by either party by giving the other party 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. Yin's position as an independent 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 recommendations.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor any information relating to Ms. Yin that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.



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, 24 September 2026 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 2026.
2.
 - (a) To re-elect Mr. Su Xiaonong as executive Director.
 - (b) To re-elect Mr. Chow Shiu Ki as independent non-executive Director.
 - (c) To re-elect Ms. Yin Shan as independent non-executive Director.
 - (d) 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\$0.10 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

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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 number of the Shares 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 total number of the Shares in issue (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

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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 number 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 total number of the Shares in issue (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

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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, 2 September 2026

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 Share(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, 21 September 2026 to Thursday, 24 September 2026 (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 with 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, 18 September 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Thursday, 24 September 2026.
5. If Typhoon Signal No. 8 or above, or a Black Rainstorm Warning Signal 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 the 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) as non-executive Director; and Mr. CHOW Shiu Ki, Mr. IP Chi Wai, Mr. CHEUNG Chi Wai and Ms. YIN Shan as independent non-executive Directors.