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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)

COMPLETION OF ISSUE OF THE CFC GROUP CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent under the CFC Group Subscription Agreement have been fulfilled. Completion of the CFC Group Subscription Agreement has taken place and the CFC Group Convertible Bonds in the principal amount of HK\$220,000,000 were issued to CFC Group on 17 February 2017.

Reference is made to the announcement (the “**Announcement**”) issued by Dingyi Group Investment Limited (the “**Company**”) dated 23 December 2016 in relation to the proposed issue of Convertible Bonds. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF ISSUE OF THE CFC GROUP CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent under the CFC Group Subscription Agreement have been fulfilled. Completion of the CFC Group Subscription Agreement has taken place and the convertible bonds in the principal amount of HK\$220,000,000 under the CFC Group Subscription Agreement (“**CFC Group Convertible Bond(s)**”) were issued to CFC Group on 17 February 2017.

The approval for the listing of, and permission to deal in, the conversion shares upon conversion of the CFC Group Convertible Bonds (“**CFC Group Conversion Share(s)**”) has been granted by the Listing Committee of the Stock Exchange.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquires, as at the date of this announcement, CFC Group and its ultimate beneficial owner(s) are Independent Third Parties.

EFFECT ON SHAREHOLDING OF THE COMPANY

The shareholding structures of the Company (i) as at the date of this announcement and (ii) for illustration purpose only, immediately after the allotment and issue of the CFC Group Conversion Shares upon exercise in full of the conversion rights under the CFC Group Convertible Bonds (on the assumption that there is no further allotment and issue of Shares from the date of this announcement other than the CFC Group Conversion Shares) are as follows:

	As at the date of this announcement		Immediately after the allotment and issue of the CFC Group Conversion Shares upon exercise in full of the conversion rights under the CFC Group Convertible Bonds	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Li Kwong Yuk (<i>Note 1</i>)	3,834,095,405	71.58	3,834,095,405	68.28
Mr. Su Xiaonong (<i>Note 2</i>)	1,875,000	0.04	1,875,000	0.03
CFC Group (<i>Note 3</i>)	–	–	258,823,529	4.61
Other public Shareholders	1,520,168,547	28.38	1,520,168,547	27.08
Total	<u>5,356,138,952</u>	<u>100.00</u>	<u>5,614,962,481</u>	<u>100.00</u>

Notes:

1. Mr. Li Kwong Yuk, an Executive Director and the Chairman of the Company, holds 3,648,645,405 Shares through Wincon Capital Investment Limited (“WCIL”), and 11,475,000 Shares through Wincon Asset Management Limited (“WAML”). Mr. Li personally holds 173,975,000 Shares. Each of WCIL and WAML is wholly and beneficially owned by Mr. Li Kwong Yuk.
2. Mr. Su Xiaonong is an Executive Director and Chief Executive Officer of the Company.
3. CFC Group does not own any Shares as at the date of this announcement.

Yours faithfully,

By order of the Board

DINGYI GROUP INVESTMENT LIMITED

LI Kwong Yuk

Chairman and Executive Director

Hong Kong, 20 February 2017

As at the date of this announcement, the Board comprises Mr. LI Kwong Yuk (Chairman), Mr. SU Xiaonong (Chief Executive Officer) and Mr. CHEUNG Sze Ming as Executive Directors; and Mr. CHOW Shiu Ki, Mr. CAO Kuangyu and Mr. IP Chi Wai as Independent Non-executive Directors.