

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



DINGYI GROUP INVESTMENT LIMITED

鼎億集團投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 508)

PARTIAL COMPLETION OF ISSUE OF THE SAFE ARENA CONVERTIBLE BONDS AND COMPLETION OF ISSUE OF MS. MEI CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent under the Safe Arena Subscription Agreement and Ms. Mei Subscription Agreement have been fulfilled. Partial Completion of the Safe Arena Subscription Agreement and Completion of Ms. Mei Subscription Agreement have taken place and the Safe Arena Issued Convertible Bonds in the principal amount of HK\$68,500,000 and Ms. Mei Convertible Bonds in the principal amount of HK\$20,000,000 were issued on 28 April 2017.

Reference is made to the announcements (the “**Announcements**”) issued by DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) dated 23 December 2016 and 3 March 2017 in relation to the proposed issue of Convertible Bonds and the extension of the Completion Date. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

PARTIAL COMPLETION OF ISSUE OF THE SAFE ARENA CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent under the Safe Arena Subscription Agreement have been fulfilled. Partial Completion of the Safe Arena Subscription Agreement has taken place and the convertible bonds in the principal amount of HK\$68,500,000 under the Safe Arena Subscription Agreement (“**Safe Arena Issued Convertible Bond(s)**”) were issued to Safe Arena and its nominees on 28 April 2017.

The approval for the listing of, and permission to deal in, the conversion shares upon conversion of the Safe Arena Issued Convertible Bonds converted to 80,588,233 Shares of the Company (“**Safe Arena Conversion Share(s)**”) has been granted by the Listing Committee of the Stock Exchange.

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

COMPLETION OF ISSUE OF MS. MEI CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent under Ms. Mei Subscription Agreement have been fulfilled. Completion of Ms. Mei Subscription Agreement has taken place and the convertible bonds in the principal amount of HK\$20,000,000 under Ms. Mei Subscription Agreement (“**Ms. Mei Convertible Bond(s)**”) were issued to Ms. Mei and her nominee on 28 April 2017.

The approval for the listing of, and permission to deal in, the conversion shares upon conversion of Ms. Mei Convertible Bonds converted to 23,529,411 Shares of the Company (“**Ms. Mei Conversion Share(s)**”) has been granted by the Listing Committee of the Stock Exchange.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, as at the date of this announcement, Ms. Mei and her nominee 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 Safe Arena Conversion Shares and Ms. Mei Conversion Shares upon exercise in full of the conversion rights under the Safe Arena Issued Convertible Bonds and Ms. Mei Convertible Bonds (on the assumption that there is no further allotment and issue of Shares from the date of this announcement other than the Safe Arena Conversion Shares and Ms. Mei Conversion Shares) are as follows:

	As at the date of this announcement		Immediately after the allotment and issue of the Safe Arena Conversion Shares and Ms. Mei Conversion Shares upon exercise in full of the conversion rights under the Safe Arena Issued Convertible Bonds and Ms. Mei 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	70.90	3,834,095,405	69.56
Mr. Su Xiaonong (<i>Note 2</i>)	2,225,000	0.04	2,225,000	0.04
Safe Arena and its nominees (<i>Note 3</i>)	49,695,000	0.92	130,283,233	2.36
Ms. Mei and her nominee (<i>Note 4</i>)	12,765,000	0.23	36,294,411	0.66
Other public Shareholders	1,509,208,547	27.91	1,509,208,547	27.38
Total	<u>5,407,988,952</u>	<u>100.00</u>	<u>5,512,106,596</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. Mr. Li also holds 18,300,000 share options of the Company.
2. Mr. Su Xiaonong is an Executive Director and Chief Executive Officer of the Company, and holds 41,525,000 share options of the Company.
3. As at the date of this announcement, 26,660,000 Shares are directly held by Safe Arena, and 53,000,000 share options of the Company are held by Safe Arena, and the beneficial owner of Safe Arena holds 43,460,000 Shares of the Company. Also, the nominees (excluding one who is also Ms. Mei’s nominee) totally hold 23,035,000 Shares for clear presentation purpose of this shareholding structure.
4. As at the date of this announcement, Ms. Mei does not own any Shares and her nominee owns 12,765,000 Shares. Her nominee is also one of the Safe Arena’s nominees.

By order of the Board
DINGYI GROUP INVESTMENT LIMITED
LI Kwong Yuk
Chairman and Executive Director

Hong Kong, 28 April 2017

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