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中国地利集团 China Dili Group

(formerly known as Renhe Commercial Holdings Company Limited 人和商業控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1387)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Dili Group (the “**Company**”) will be held at 3:00 p.m., on Tuesday, 29 October 2019 at Chatham Room, Level 7, Conrad Hong Kong, One Pacific Place, 88 Queensway, Admiralty, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company, with or without amendments:

Capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 30 September 2019 to the Shareholders (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTION

“THAT:

the Acquisition Agreement dated 29 August 2019 entered into between Yield Smart and Plenty Business in respect of the Acquisition (as defined in the Circular) and the transactions contemplated thereunder including the Options, and the Loan Agreement dated 29 August 2019 entered into between Dili Fresh and Harbin Dili in respect of the Loan (as defined in the Circular) and the transactions contemplated thereunder including the proposed annual caps, be and are hereby approved, confirmed and ratified; and any one or more of the Directors be and is/are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in this resolution.”

By order of the Board
China Dili Group
Wang Yan
Chairman

Hong Kong, 30 September 2019

* For identification purpose only

Notes:

- (1) As disclosed in the Circular, Mr. Dai and his associates will (and any person who is involved or interested in the Transaction are required to) abstain from voting on the resolution above at the EGM.
- (2) The register of members of the Company will be closed for registration of transfer of shares from Thursday, 24 October 2019 to Tuesday, 29 October 2019, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m., Wednesday, 23 October 2019.
- (3) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (4) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote in respect thereof.
- (5) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) The resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

As at the date of this notice, the board of directors of the Company comprises Mr. Wang Yan (Chairman) and Mr. Dai Bin (Chief Executive Officer) as executive directors; Mr. Yin Jianhong and Ms. Yang Yuhua as non-executive directors; Mr. Fan Ren-Da, Anthony, Mr. Wang Yifu, Mr. Leung Chung Ki and Mr. Tang Hon Man as independent non-executive directors.