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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 OCTOBER 2019

Reference is made to the circular of China Dili Group dated 30 September 2019 (the “**Circular**”) and the notice of the EGM dated 30 September 2019 (the “**EGM Notice**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed ordinary resolution (the “**Resolution**”) as set out in the EGM Notice contained in the Circular was duly passed by the Independent Shareholders by way of poll at the EGM held on 29 October 2019.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM. The poll results taken at the EGM are as follows:

Ordinary Resolution	Number of Votes (%) ^(Note)	
	For	Against
To approve, confirm and ratify the Acquisition Agreement dated 29 August 2019 entered into between Yield Smart and Plenty Business in respect of the Acquisition 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 and the transactions contemplated thereunder including the proposed annual caps; and to authorise any one or more of the Directors 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.	1,583,919,734 (93.196122%)	115,635,677 (6.803878%)

Note:

The number of votes and percentage are based on the total number of Shares held by the Independent Shareholders who voted at the EGM in person or by proxy or corporate representative.

** For identification purpose only*

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution of the Company.

As at the date of the EGM, there were a total of 5,715,593,056 Shares in issue. As stated in the Circular, Mr. Dai Yongge and his associates, including Ms. Zhang Xingmei, which in aggregate controlled or were entitled to exercise control over the voting rights in respect of 2,942,735,849 Shares (representing approximately 51.49% of the total issued share capital of the Company as at the date of the EGM) were required to abstain and have abstained from voting on the Resolution at the EGM. Save for the above, no other Shareholder was required to abstain from voting at the EGM under the Listing Rules.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the EGM was 2,772,857,207 Shares (representing approximately 48.51% of the total issued share capital of the Company as at the date of the EGM). There were no Shares entitling the Shareholders to attend and vote only against the Resolution at the EGM and none of the Shareholders have stated their intention in the Circular to vote against the Resolution at the EGM.

For and on behalf of the Board
China Dili Group
Hung Fan Kwan
Company Secretary

Hong Kong, 29 October 2019

As at the date of this announcement, the Board comprises Mr. Wang Yan and Mr. Dai Bin as executive Directors, Mr. Yin Jianhong and Ms. Yang Yuhua as non-executive Directors and Mr. Fan Ren-Da, Anthony, Mr. Wang Yifu, Mr. Leung Chung Ki and Mr. Tang Hon Man as independent non-executive Directors.