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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 2020 ANNUAL GENERAL MEETING HELD ON 19 MAY 2020

Reference is made to the circular of China Dili Group (the “**Company**”) dated 16 April 2020 (the “**Circular**”) and the notice of the annual general meeting dated 16 April 2020 (the “**AGM Notice**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board announces that at the 2020 annual general meeting of the Company held on 19 May 2020 (the “**AGM**”), all proposed resolutions as set out in the notice of the AGM were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll.

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 AGM.

The poll results taken at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%) (Notes)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2019 together with the reports of the Directors and the independent auditors.	4,632,866,472 (100.000000%)	0 (0.000000%)
2.	(a) To re-elect Mr. Dai Bin as an executive Director.	4,517,516,267 (97.510134%)	115,352,200 (2.489866%)
	(b) To re-elect Ms. Yang Yuhua as a non-executive Director.	4,517,012,467 (97.499260%)	115,856,000 (2.500740%)
	(c) To re-elect Mr. Wang Yifu as an independent non-executive Director.	4,517,352,967 (97.506610%)	115,515,500 (2.493390%)
3.	To authorise the Board to fix the remuneration of the Directors.	4,517,516,267 (97.510134%)	115,352,200 (2.489866%)

** For identification purpose only*

Ordinary Resolutions		Number of Votes (%) <i>(Notes)</i>	
		For	Against
4.	To re-appoint Messrs. KPMG as auditors of the Company and to authorise the Board to fix their remuneration.	4,632,705,167 (99.996475%)	163,300 (0.003525%)
5.	To grant a general unconditional mandate to the Directors to allot and issue Shares of the Company as set out in the ordinary resolution numbered 5 in the notice of AGM.	4,487,984,930 (96.872285%)	144,903,537 (3.127715%)
6.	To grant a general unconditional mandate to the Directors to repurchase Shares of the Company as set out in the ordinary resolution numbered 6 in the notice of AGM.	4,632,868,467 (100.000000%)	0 (0.000000%)
7.	To extend the power granted to the Directors under resolution numbered 5 to allot and issue Shares as set out in the ordinary resolution numbered 7 in the notice of AGM.	4,487,984,930 (96.872285%)	144,903,537 (3.127715%)
8.	To approve, confirm and ratify the Supplemental Agreement dated 13 March 2020 and the transactions contemplated thereunder including the proposed annual caps and grant authorization to Director(s) as detailed in the ordinary resolution numbered 8 in the notice of AGM.	1,574,778,423 (93.174954%)	115,352,200 (6.825046%)

Notes:

- (i) *The number of votes and percentage for resolutions numbered 1 to 7 are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy or corporate representative.*
- (ii) *The number of votes and percentage for resolution numbered 8 are based on the total number of Shares held by the Independent Shareholders who voted at the AGM in person or by proxy or corporate representative.*

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, there were a total of 5,715,593,056 Shares in issue.

For resolutions numbered 1 to 7, the total number of Shares entitling the Shareholders to attend and vote for or against such resolutions at the AGM was 5,715,593,056 Shares. There were no Shares entitling any Shareholders to attend and vote only against the resolutions numbered 1 to 7 at the AGM and there were no Shares requiring the Shareholders to abstain from voting for resolutions numbered 1 to 7 at the AGM under the Listing Rules.

For resolution numbered 8, 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 AGM) were required to abstain and have abstained from voting on the resolution numbered 8 at the AGM. Save for the above, no other Shareholder was required to abstain from voting for resolution numbered 8 at the AGM under the Listing Rules.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution numbered 8 at the AGM 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 AGM). There were no Shares entitling any Shareholders to attend and vote only against the resolution numbered 8 at the AGM and none of the Shareholders have stated their intention in the Circular to vote against the resolution numbered 8 at the AGM.

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

Hong Kong, 19 May 2020

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.