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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 Wednesday, 24 June 2020 at Salon 1–3, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purposes of considering and, if thought fit, passing the following as an 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 29 May 2020 to the shareholders of the Company (the “**Shareholders**”) (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTION

“**THAT:**

the Hada Acquisition and the transactions contemplated thereunder (including the Deed of Amendment, the issue of the Convertible Bond and the Conversion Shares in accordance with the terms and conditions of the Hada Acquisition Agreement, as amended by the Deed of Amendment and the instruments constituting the Convertible Bond, and the termination of the Framework Lease Agreement by the parties thereunder), be and is hereby approved; and conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Conversion Shares, the grant of the Specific Mandate for the allotment and issue of the Conversion Shares; and the Directors be and 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 they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in this resolution.”

Yours faithfully
China Dili Group
Wang Yan
Chairman

Hong Kong, 29 May 2020

* For identification purpose only

Notes:

- (1) As disclosed in the Circular, Mr. Dai, Ms. Zhang and their respective associates will (and any person who is involved or interested in the Hada Transaction will be 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 Friday, 19 June 2020 to Wednesday, 24 June 2020, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents 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., Thursday, 18 June 2020.
- (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.

SPECIAL NOTICE

For ongoing prevention and control of the COVID-19 pandemic and to safeguard the health and safety of the Shareholders and other persons attending the EGM, the Company regrets to inform the Shareholders that there will be no distribution of corporate gift or serving of refreshment in the EGM. When entering the meeting venue, participants including Shareholders or their proxies attending the EGM in person should allow their body temperatures to be checked and wear surgical face masks and maintain appropriate distance from each other throughout the EGM. Participants should also refrain from eating and drinking in the meeting venue.

The number of seats at the venue of the EGM will be limited and available on a first-come-first-served basis and the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding and to enable social distancing.

Anyone who has travelled outside Hong Kong within 14 days before the EGM (a “**Recent Record of Travelling**”), who is subject to quarantine or self-quarantine related to COVID-19, or has close contact with any person who is undergoing quarantine or has a Recent Record of Travelling should not attend the EGM in person.

Any person who does not comply with the precautionary measures may be denied the entry into the meeting venue. The Company also encourages Shareholders NOT to attend the EGM in person but appoint the chairman of the meeting as their proxy to vote on relevant resolution according to their indicated voting instructions as an alternative. When assessing whether or not it is necessary to adjourn the EGM or change the meeting venue, the Board will consider the impact of the latest outbreak of COVID-19 in the local community, the measures announced by the Government of the Hong Kong Special Administrative Region and/or any applicable regulatory body in connection with COVID-19 and the availability of suitable meeting venue(s). If necessary, the Company will post an announcement on the website of the Company at <http://www.diligrp.com> and the Stock Exchange’s website at <http://www.hkexnews.hk> as soon as practicable to notify Shareholders of any change to the meeting venue or the date, time and place of any adjourned meeting.