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中国地利集团
China Dili Group

(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 Statue Square Room & Alexandra Room, 2/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Friday, 16 April 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. “THAT:

- (i) the general mandate (the “**Existing General Mandate**”) granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 19 May 2020 (the “**2020 AGM**”) be and is hereby revoked (without prejudice to any valid exercise of the Existing General Mandate prior to the passing of this resolution);
- (ii) subject to paragraph (iv) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (v) below) all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (each a “**Share**”) and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) or warrants which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

- (iii) the mandate approved in paragraph (ii) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iv) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate approved in paragraph (ii) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (v) below); or (b) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or right to acquire Shares to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (c) an issue of Share in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time; or (d) pursuant to a specific authority granted by the Shareholders; or (e) an issue of Shares as scrip dividend or similar arrangement in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said mandate shall be limited accordingly; and
- (v) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions or obligations under the laws of the relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

2. **“THAT:**

conditional upon the passing of resolution no.1 above, the mandate granted to the Directors at the 2020 AGM to extend the Existing General Mandate by the addition thereto an amount representing the aggregate nominal amount of Shares purchased or otherwise acquired by the Company be and is hereby revoked and replaced by a mandate THAT the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to paragraph (ii) of resolution no.1 above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of Shares purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors pursuant to the ordinary resolution passed at the 2020 AGM, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the 2020 AGM.”

By Order of the Board
China Dili Group
Wang Yan
Chairman

Hong Kong, 22 March 2021

Notes:

- (1) As disclosed in the circular of the Company dated 22 March 2021 to the shareholders of the Company (the “**Circular**”), each of New Amuse Limited, Ms. Zhang Xingmei, Mr. Dai Yongge, Super Brilliant Investments Limited, Gloss Season Limited and Wealthy Aim Holdings Limited (and any person who is not an Independent Shareholder (as defined in the Circular)) is required to abstain from voting in favour of the resolutions above at the EGM.
- (2) The register of members of the Company will be closed for registration of transfer of shares from Wednesday, 14 April 2021 to Friday, 16 April 2021, 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., Tuesday, 13 April 2021.
- (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 needs not be a shareholder of the Company. A shareholder who is the holder of two or more Shares 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 resolutions 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 The Stock Exchange of Hong Kong 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, Mr. Dai Bin and Ms. Qin Xiang as executive Directors; Mr. Yin Jianhong as non-executive Director; 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 of the Company (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 the 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 21 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 resolutions 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 website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> as soon as practicable to notify the Shareholders of any change to the meeting venue or the date, time and place of any adjourned meeting.