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中国地利集团
China Dili Group

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1387)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 APRIL 2021

Reference is made to the circular of China Dili Group (the “**Company**”) dated 22 March 2021 (the “**Circular**”) and the notice of the EGM dated 22 March 2021 (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 resolutions (the “**Resolutions**”) as set out in the EGM Notice contained in the Circular were duly passed by the Independent Shareholders by way of poll at the EGM held on 16 April 2021.

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 Resolutions ^(Note 1) | | Number of Votes (%) ^(Note 2) | |
|---|--|--|----------------------------|
| | | For | Against |
| 1. | 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 1 in the EGM Notice. | 1,412,975,193 (90.536998%) | 147,685,342 (9.463002%) |
| 2. | To extend the power granted to the Directors under resolution numbered 1 to allot and issue Shares as set out in the ordinary resolution numbered 2 in the EGM Notice. | 1,413,088,193 (90.544238%) | 147,572,342 (9.455762%) |

Notes:

- The full text of the resolutions is set out in the EGM Notice.*
- 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.*

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

As at the date of the EGM, there were a total of 8,896,289,780 Shares in issue. As stated in the Circular, Ms. Zhang Xingmei and her associates (including Mr. Dai Yongge, being spouse of Ms. Zhang Xingmei) which in aggregate controlled or were entitled to exercise control over the voting rights in respect of 5,645,365,507 Shares (representing approximately 63.46% 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 Resolutions 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 Resolutions at the EGM was 3,250,924,273 Shares (representing approximately 36.54% 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 Resolutions at the EGM and none of the Shareholders have stated their intention in the Circular to vote against the Resolutions at the EGM.

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

Hong Kong, 16 April 2021

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