



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We¹ _____
of¹ _____
being the registered holder(s) of² _____ share(s) of HK\$0.10 each (“Shares”) in the share capital of China Dili Group (the “Company”) **HEREBY APPOINT**³ _____
of³ _____
or failing him/her, the chairman of the extraordinary general meeting as my/our proxy to attend on my/our behalf at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 3:00 p.m., on Tuesday, 29 October 2019 at Chatham Room, Level 7, Conrad Hong Kong, One Pacific Place, 88 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the extraordinary general meeting (with or without modifications) and at the extraordinary general meeting to vote for me/us and in my/our name(s) as hereunder indicated.

Ordinary Resolution	FOR ⁴	AGAINST ⁴
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. [#]		

[#] Capitalised terms used in this resolution shall have the same meaning as those defined in the circular of the Company dated 30 September 2019 unless otherwise specified.

Dated this _____ day of _____ 2019 Signature⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Full name and address of the proxy desired to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the extraordinary general meeting other than those referred to in the notice convening the extraordinary general meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of a Share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified true copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof.
- The proxy need not be a shareholder of the Company but must attend the extraordinary general meeting in person to represent you at the extraordinary general meeting or any adjournment thereof.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purpose only