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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)**

## **COMPLETION OF THE HADA ACQUISITION AND CONVERSION OF THE CONVERTIBLE BOND**

Reference is made to the announcement of the Company dated 27 April 2020 and the circular of the Company dated 29 May 2020 (the “**Circular**”) in relation to, among others, the amendment to the terms and conditions of the Hada Acquisition. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **COMPLETION OF THE HADA ACQUISITION**

The Board is pleased to announce that all conditions precedent in the Hada Acquisition Agreement (as amended by the Deed of Amendment) as set out under the section “C. The Transactions — (I) The Deed of Amendment — (3) Revised Conditions Precedent” in the Circular have been fulfilled or waived to the extent applicable, and the Hada Completion took place on 21 August 2020.

Upon the Hada Completion, the Hada Target Company will become a wholly-owned subsidiary of the Company and the financial results of the Revised Hada Target Group will be consolidated into the accounts of the Group.

### **CONVERSION OF THE CONVERTIBLE BOND**

On the same date of the Hada Completion, upon issuance of the Convertible Bond by the Company in favour of New Amuse, New Amuse has fully exercised its conversion rights in respect of the Convertible Bond in the principal amount of HK\$4,405,286,344 (equivalent to approximately RMB4.0 billion) under the terms and conditions of the Convertible Bond. As a result of the conversion, 2,702,629,658 Conversion Shares have been allotted and issued to New Amuse by the Company.

Immediately after the allotment and issue of the Conversion Shares, New Amuse holds a total of 3,514,336,975 Shares, representing approximately 41.75% of the total issued shares of the Company as enlarged by the allotment and issue of the Conversion Shares.

By order of the Board  
**China Dili Group**  
**Wang Yan**  
*Chairman*

Hong Kong, 21 August 2020

*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 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.*

\* *For identification purpose only*