

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Dali Foods Group Company Limited**

**達利食品集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3799)**

### **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board announces that Ms. Cheng Pik Yuk has tendered her resignation as a joint company secretary and an authorised representative of the Company with effect from 29 May 2019, and Ms. Mak Sze Man has been appointed as a joint company secretary and an authorised representative of the Company with effect from 29 May 2019. Ms. Chen Ying, the remaining joint company secretary of the Company, will continue to act as a joint company secretary of the Company.

### **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of Dali Foods Group Company Limited (the “**Company**”) announces that Ms. Cheng Pik Yuk (“**Ms. Cheng**”) has tendered her resignation as a joint company secretary and an authorised representative of the Company under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 29 May 2019. Ms. Cheng has confirmed that she has no disagreement with the Board and there are no matters with regard to her resignation which need to be brought to the attention of the shareholders of the Company.

The Board is pleased to announce that Ms. Mak Sze Man (“**Ms. Mak**”) has been appointed as a joint company secretary and an authorised representative of the Company with effect from 29 May 2019. Ms. Chen Ying (“**Ms. Chen**”), the remaining joint company secretary of the Company, will continue to act as a joint company secretary of the Company.

The biography of Ms. Mak is set out below:

Ms. Mak, aged 44, is currently a senior manager of Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated Business, Corporate and Investor Services. Ms. Mak has over 22 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Mak is a Chartered

Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. Ms. Mak holds a master degree in Corporate Governance from the Graduate School of Business of The Hong Kong Polytechnic University.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Reference is made to the waiver granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in connection with the appointment of Ms. Chen as the joint company secretary of the Company for a period of three years from the date of her appointment, i.e. 18 March 2018, on the condition that Ms. Cheng was appointed as a joint company secretary of the Company to assist Ms. Chen in discharging her duties as a company secretary and in gaining the relevant experience as required under Note 2 to Rule 3.28 of the Listing Rules (the “**First Waiver**”). The First Waiver was revoked upon the resignation of Ms. Cheng on 29 May 2019.

The Company has made fresh application with the Stock Exchange for, and the Stock Exchange has granted the Company, a new waiver (the “**New Waiver**”) from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules for a period from the date of appointment of Ms. Mak as the other joint company secretary of the Company on 29 May 2019 to 17 March 2021 (i.e. the remaining period of the First Waiver) (the “**New Waiver Period**”) in relation to Ms. Chen’s eligibility to act as the joint company secretary of the Company.

The New Waiver was granted on the conditions that:

- (i) Ms. Chen will be assisted by Ms. Mak, the other joint company secretary of the Company, during the New Waiver Period and the New Waiver will be revoked immediately if and when Ms. Mak ceases to provide assistance to Mr. Chen;
- (ii) the Company shall notify the Stock Exchange at the end of the New Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that, after the end of the New Waiver Period, the Company will be able to demonstrate that Mr. Chen can satisfy the requirements under Rule 3.28 of the Listing Rules after having the benefit of Ms. Mak’s assistance such that a further waiver will not be necessary; and
- (iii) the Company discloses the details of the Waiver, including its reasons and the conditions.

The Stock Exchange may withdraw or change the New Waiver if the Company’s situation changes.

The Board would like to take this opportunity to express its gratitude to Ms. Cheng for her valuable contribution to the Company during her tenure and also express its warm welcome to Ms. Mak on her appointment.

For and on behalf of the Board  
**Dali Foods Group Company Limited**  
達利食品集團有限公司  
**XU Shihui**  
*Chairman*

Hong Kong, 31 May 2019

*As at the date of this announcement, the directors of the Company are Mr. XU Shihui, Mr. ZHUANG Weiqiang and Ms. XU Yangyang being the executive directors; Ms. XU Biying and Ms. HU Xiaoling being the non-executive directors; Mr. CHENG Hanchuan, Mr. LIU Xiaobin and Dr. LIN Zhijun being the independent non-executive directors.*