



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)

Number of shares to which
this form of proxy
relates^(Note 1)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, MAY 18, 2022

I/We^(Note 2) _____

of _____

being the registered holder(s) of _____ shares in the issued share capital of **Dali Foods Group Company Limited**
達利食品集團有限公司 (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____

of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company to be held at the conference room, Dali Foods Group Headquarters Building, Linkou, Zishan, Hui’an, Fujian Province, the People’s Republic of China on Wednesday, May 18, 2022 at 3:00 p.m. (and at any adjournment thereof).

Please put a tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 5).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended December 31, 2021.		
2.	To declare a final dividend of HK\$0.076 per share for the year ended December 31, 2021.		
3.	(a) To re-elect Mr. Xu Shihui as an executive director.		
	(b) To re-elect Mr. Zhuang Weiqiang as an executive director.		
	(c) To re-elect Ms. Xu Yangyang as an executive director.		
	(d) To re-elect Ms. Huang Jiaying as an executive director.		
	(e) To re-elect Ms. Xu Biying as a non-executive director.		
	(f) To re-elect Ms. Hu Xiaoling as a non-executive director.		
	(g) To re-elect Mr. Ng Kong Hing as an independent non-executive director.		
	(h) To re-elect Mr. Liu Xiaobin as an independent non-executive director.		
	(i) To re-elect Dr. Lin Zhijun as an independent non-executive director.		
4.	To authorise the board of directors to fix the directors’ remuneration.		
5.	To re-appoint Messrs. Ernst & Young as auditors and to authorise the board of directors to fix their remuneration.		
6.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		
SPECIAL RESOLUTION			
9.	To approve proposed amendments to the existing memorandum and articles of association of the Company and proposed adoption of the second amended and restated memorandum and articles of association of the Company.		

Date: _____ 2022

Signature(s) ^(Note 6) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- On a show of hands every shareholder who is present in person shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order 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 copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:00 p.m. on Monday, May 16, 2022) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.