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中国地利集团
China Dili Group

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1387)

PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by China Dili Group (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend its existing memorandum of association (the “**Memorandum**”) and articles of association (the “**Articles of Association**”) by way of adoption of the amended and restated Memorandum and Articles of Association to (a) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (b) allow the Company to hold hybrid and electronic meetings of its shareholders (the “**Shareholders**”); and (c) introduce corresponding and house-keeping amendments.

The major proposed amendments (the “**Proposed Amendments**”) to the existing Memorandum and Articles of Association brought about by the adoption of the amended and restated Memorandum and Articles of Association include:

1. to insert the definitions of “electronic communication”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” for use in the new provisions in relation to convening and holding of hybrid and electronic meetings in the amended and restated Articles of Association;
2. to allow all general meetings (including an annual general meeting or extraordinary general meeting or any adjourned meeting or postponed meeting) to be held as a physical meeting and/or as a hybrid meeting or as an electronic meeting;
3. to provide for the proceedings and requirements of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;

4. to provide that the Company shall hold a general meeting for each financial year as its annual general meeting and the annual general meeting shall be held within six months after the end of the Company's financial year;
5. to provide that an annual general meeting of the Company shall be called by notice of not less than twenty-one clear days, while all other general meetings (including an extraordinary general meeting) shall be called by notice of not less than fourteen clear days, but if permitted by the Listing Rules, a general meeting may be called by shorter notice subject to the Companies Act of the Cayman Islands, if it is so agreed under the circumstances set out in the amended and restated Articles of Association;
6. to allow, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum in a general meeting of the Company;
7. to provide that all Shareholders shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
8. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election;
9. to amend the exceptions for the prohibition on a Director from voting (or being counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested;
10. to clarify that the Company shall not make any loan directly or indirectly to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as if the Company were a company incorporated in Hong Kong;
11. to provide that the removal of the auditor of the Company (the "**Auditor**") before the expiration of his term of office shall be approved by the Shareholders by way of an ordinary resolution at any general meeting;
12. to provide that the Directors may fill any casual vacancy in the office of Auditor and fix the remuneration of such Auditor, who shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders in accordance with the amended and restated Articles of Association;

13. to clarify that the Board's power to present a petition to the court in the name and on behalf of the Company for the Company to be wound up and a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution passed in a general meeting;
14. to provide that the period in each year during which the principal register and the branch register of members may be closed may be extended in respect of any year if approved by the Shareholders by ordinary resolution passed in that year;
15. to provide that the financial year end of the Company shall be the 31st day of December in each year, unless otherwise determined by the Directors; and
16. to make other amendments, to update or clarify provisions where the Board considers appropriate and to better align the wording with the Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the Proposed Amendments. The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on or around 20 June 2022 (the "AGM"), and shall take immediate effect upon the close of the AGM at which the relevant special resolution has been passed by the Shareholders.

A circular of the AGM containing, among other matters, details of the Proposed Amendments and the adoption of the amended and restated Memorandum and Articles of Association, together with a notice of the AGM will be despatched to the Shareholders on or around 27 May 2022.

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

Hong Kong, 24 May 2022

As at the date of this announcement, the Board consists of Mr. Wang Yan, Mr. Dai Bin and Ms. Qin Xiang as executive Directors; Mr. Yin Jianhong and Mr. Liu Lizhen 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.