



中国地利集团 China Dili Group

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1387)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We¹ _____
of¹ _____
being the registered holder(s) of² _____ share(s) of HK\$0.10 each (the “Shares”) in the share capital of China Dili Group (the “Company”) **HEREBY APPOINT**³ _____
of³ _____
or failing him, the chairman of the annual general meeting as my/our proxy to attend on my/our behalf at the annual general meeting (or at any adjournment thereof) of the Company to be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 20 June 2022 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the annual general meeting (with or without modifications) and at the annual general meeting to vote for me/us and in my/our name(s) as hereunder indicated.

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 together with the reports of the directors of the Company (“Directors”) and the independent auditors.		
2.	(a) To re-elect Mr. Wang Yan as an executive Director.		
	(b) To re-elect Mr. Liu Lizhen as a non-executive Director.		
	(c) To re-elect Mr. Wang Yifu as an independent non-executive Director.		
	(d) To re-elect Mr. Tang Hon Man as an independent non-executive Director.		
3.	To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
5.	To grant a general unconditional mandate to the Directors to allot and issue Shares of the Company as set out in the ordinary resolution numbered 5 in the notice of annual general meeting.		
6.	To grant a general unconditional mandate to the Directors to repurchase Shares of the Company as set out in the ordinary resolution numbered 6 in the notice of annual general meeting.		
7.	To extend the power granted to the Directors under resolution numbered 5 to allot and issue Shares as set out in the ordinary resolution numbered 7 in the notice of annual general meeting.		
Special Resolution		FOR ⁴	AGAINST ⁴
8.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the third amended and restated memorandum of association and the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company as set out in the special resolution numbered 8 in the notice of annual general meeting.		

Dated this _____ day of _____ 2022 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 annual general meeting other than those referred to in the notice convening the annual 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, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof.
- The proxy need not be a shareholder of the Company but must attend the annual general meeting in person to represent you at the annual 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.