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## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**General Meeting**”) of Dali Foods Group Company Limited 達利食品集團有限公司 (the “**Company**”), will be held at 10:30 a.m. (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document, as further defined below) convened at the direction of the Grand Court of the Cayman Islands for the same day and place) on 23 August 2023 at Room 2601, 26th Floor, One Harbourfront, 18 Tak Fung Street, Hungghom, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, the following resolutions:

#### **SPECIAL RESOLUTION**

1. “**THAT:**

- (A) the scheme of arrangement dated 31 July 2023 (the “**Scheme**”) between the Company and Scheme Shareholders (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands be and hereby is approved;
- (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme), any reduction of the issued share capital of the Company associated with cancelling and extinguishing the Scheme Shares (as defined in the Scheme) be and is hereby approved.”

#### **ORDINARY RESOLUTION**

2. “**THAT:**

- (A) subject to and simultaneously with the cancellation of the Scheme Shares referred to in special resolution (B) the maintenance of the issued share capital of the Company at the amount prior to the cancellation of the Scheme Shares by the issuance at par to the Offeror (as defined in the Scheme), credited as fully paid, of the aggregate number of Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled and extinguished;

- (B) the reserve created in the Company's books of account as a result of the aforesaid cancellation of the Scheme Shares will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to the Offeror, and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (C) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or any reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose;
- (D) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company; and
- (E) the Rollover Arrangement (as defined in the Scheme) between the Offeror and the Trustee (as defined in the Scheme) under the Rollover Agreement (as defined in the Scheme) referred to in the composite scheme document of the Company dated 31 July 2023 (the "**Scheme Document**"), in the form of the print thereof which has been produced to this meeting and for the purpose of identification signed by the chairman of this meeting, under the section headed "5. Special Deal relating to the Rollover Arrangement" in Part VIII — Explanatory Memorandum of the Scheme Document be and is hereby approved."

By order of the board  
**Dali Foods Group Company Limited**  
達利食品集團有限公司  
**XU Shihui**  
*Chairman*

Hong Kong, 31 July 2023

*Notes:*

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (ii) A member entitled to attend and vote at the General Meeting is entitled to appoint one, and if such member is the holder of two or more Shares, more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a member of the Company.
- (iii) A **white** form of proxy for use at the General Meeting (or any adjournment thereof) is enclosed with the Scheme Document containing the Scheme of Arrangement dated 31 July 2023 despatched to, among others, the Shareholders.

- (iv) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Share Registrar at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong, not less than 48 hours before the time for holding the General Meeting or any adjournment thereof, failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude a Shareholder from attending the General Meeting and voting in person if he/she/it so wishes. In the event that a Shareholder attends and votes at the General Meeting after having lodged his/her/its **white** form of proxy, his/her/its **white** form of proxy will be deemed to have been revoked by operation of law.
- (v) In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 respect of the relevant joint holding of the Shares with the one of the said persons so present (whether in person or by proxy) whose name stands first on the Register of Members of the Company shall alone be entitled to vote in respect of such joint holding of Shares at the General Meeting.
- (vi) Voting at the General Meeting will be taken by poll as required under the Listing Rules and the Takeovers Code.
- (vii) The Register of Members of the Company in respect of the Shares will be closed from 18 August 2023 to 23 August 2023 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on 17 August 2023.
- (viii) In the case of any inconsistency between the Chinese translation and English text of this notice, the English text shall prevail.

*As at the date of this notice, the Board of the Company comprises Mr. XU Shihui, Mr. ZHUANG Weiqiang and Ms. XU Yangyang as executive directors; Ms. XU Biying and Ms. HU Xiaoling as non-executive directors; Mr. NG Kong Hing, Mr. LIU Xiaobin and Dr. LIN Zhijun as independent non-executive directors.*