



Dali Foods Group Company Limited

達利食品集團有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3799)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 191 OF 2023 (CRJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION)

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995
(AS REVISED)**

AND IN THE MATTER OF DALI FOODS GROUP COMPANY LIMITED 達利食品集團有限公司

PINK FORM OF PROXY

**FOR USE AT THE COURT MEETING CONVENED
AT THE DIRECTIONS OF THE GRAND COURT OF THE CAYMAN ISLANDS**

**TO BE HELD ON WEDNESDAY, 23 AUGUST 2023 AT 10:00 A.M.
(HONG KONG TIME) (OR AT ANY ADJOURNMENT THEREOF)**

PINK form of proxy for use at the court meeting (or at any adjournment thereof) of the Scheme Shareholders (as defined in the scheme document dated 31 July 2023 (the “Scheme Document”)) of the Company (the “Court Meeting”).

I/We (note a) _____

of _____

being the registered holder(s) of (note b) _____ shares of HK\$0.01 each in the Company, HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING or _____

of _____

as my/our proxy (note c) to attend and act for me/us and on my/our behalf at the Court Meeting to be held at 10:00 a.m. on Wednesday, 23 August 2023 (Hong Kong time) at Room 2601, 26/F, One Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong for the purpose of considering and, if thought fit, approving the scheme of arrangement (with or without modification) (the “Scheme”) between the Company and the Scheme Shareholders and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the Scheme as indicated below an in respect of any other resolution(s) that may properly come before the Court Meeting and/or any adjournment thereof. In absence of any indication, my/our proxy may vote for or against the resolution at his/her own discretion.

FOR the Scheme (note d)	AGAINST the Scheme (note d)

Dated the _____ day of _____ 2023

Shareholder’s signature: _____ (notes e and f)

Contact Phone Number: _____

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (b) Please insert the number of shares registered in your name(s) and 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 in the capital of the Company registered in your name(s). A Scheme Shareholder who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Court Meeting. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.

- (c) If any proxy other than the chairman of the Court Meeting is preferred, strike out the words “THE CHAIRMAN OF THE COURT MEETING or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Court Meeting will act as your proxy. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST the Scheme”.** Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any other resolution or motion properly put to the Court Meeting for which you have not indicated a vote.
- (e) This form of proxy must be signed by you or your attorney authorized in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorized.
- (f) To be valid, this form of proxy, together with any 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, should be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the Court Meeting (i.e. 10:00 a.m. on 21 August 2023 (Hong Kong time)) or any adjournment thereof. However, if this form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting who will have absolute discretion as to whether or not to accept it. Completion and return of this form of proxy will not preclude you from attending and voting at the Court Meeting in person if you so wish, but in the event you attend and vote at the Court Meeting after having lodged this form of proxy, this form of proxy will be revoked by operation of law.
- (g) Where there are joint registered holders of any share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Court Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (h) The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the Scheme Document.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Personal Data Privacy Officer of Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F Central Tower, 28 Queen’s Road Central, Hong Kong or by email to hkenquiries@linkmarketservices.com.