



# 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)

**WHITE FORM OF PROXY FOR USE BY SHAREHOLDERS OF THE COMPANY  
AT THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 23 AUGUST 2023 AT 10:30 A.M. HONG KONG TIME  
(OR IMMEDIATELY AFTER THE CONCLUSION OR ADJOURNMENT OF THE COURT MEETING)  
OR AT ANY ADJOURNMENT THEREOF**

WHITE form of proxy for use at the extraordinary general meeting of the Company (or at any adjournment thereof) (the “General Meeting”) of the holders of ordinary shares of HK\$0.01 each in the share capital of the Company.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_  
shares of HK\$0.01 each in the Company, HEREBY APPOINT THE CHAIRMAN OF THE GENERAL MEETING or \_\_\_\_\_  
of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy <sup>(note c)</sup> to attend, act and speak for me/us and on my/our behalf at the General Meeting to be held at 10:30 a.m. on Wednesday, 23 August 2023 (Hong Kong time) at Room 2601, 26/F, One Harbourfront, 18 Tak Fung Street, Hungghom, Kowloon, Hong Kong for the purpose of considering and, if thought fit, approving the resolutions set out in the notice dated 31 July 2023 convening the General Meeting (the “Notice”) and at the General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the resolutions as indicated below and in respect of any other resolution(s) that may properly come before the General 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.

SPECIAL RESOLUTION		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	<p>“THAT:</p> <p>(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;</p> <p>(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.”</p>		
ORDINARY RESOLUTION		FOR	AGAINST
2.	<p>“THAT:</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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.”</p>		

Dated this \_\_\_\_\_ 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 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.
- (c) Any member entitled to attend and vote at the General Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member may appoint any number of proxies to represent him/her/it and vote on his/her/its behalf at the General Meeting. A proxy need not be a member of the Company but must attend the General Meeting in person to represent you. If any proxy other than the chairman of the General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE GENERAL 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 General Meeting will act as your proxy. **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 ANY RESOLUTION ABOVE, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION ABOVE, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "AGAINST".** If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of such resolutions. A proxy will also be entitled to vote at his/her discretion on any other resolution or motion properly put to the General Meeting other than those referred to in the Notice.
- (e) This form of proxy must be signed by you or your attorney authorised 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 authorised.
- (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, must 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 General Meeting (i.e. 10:30 a.m. on 21 August 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting at the General Meeting in person if you so wish, but in the event you attend and vote at the General 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 General 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 General 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 proxy need not be a member of the Company.

**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 General 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 authorised 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](mailto:hkenquiries@linkmarketservices.com).