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Renhe Commercial Holdings Company Limited

人和商業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1387)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Renhe Commercial Holdings Company Limited (the “**Company**”) will be held at Pheasant & Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on Friday, 24 May 2019 at 3:00 p.m. (or immediately after the annual general meeting of the Company convened on the same day) (the “**EGM**”) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):
 - (a) with effect from the next business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
 - (i) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.10 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company; and
 - (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated, and if possible, sold for the benefits for the Company; and

* *For identification purpose only*

- (b) any one or more of directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/she/they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Renhe Commercial Holdings Company Limited” to “China Dili Group”, and its dual foreign name in Chinese from “人和商業控股有限公司” to “中国地利集团” (the “**Change of Company Name**”) and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Renhe Commercial Holdings Company Limited
Wang Yan
Chairman

Hong Kong, 2 May 2019

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Suites 1701–1703
One IFC
1 Harbour View Street
Central
Hong Kong

Notes:

1. The register of members of the Company will be closed for registration of transfer of shares from Monday, 20 May 2019 to Friday, 24 May 2019, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Friday, 17 May 2019.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote in respect thereof.
4. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

As at the date of this notice, the board of directors of the Company comprises Mr. Wang Yan and Mr. Dai Bin as executive directors; Mr. Yin Jianhong and Ms. Yang Yuhua as non-executive directors; Mr. Fan Ren-Da, Anthony, Mr. Wang Yifu, Mr. Leung Chung Ki and Mr. Tang Hon Man as independent non-executive directors.