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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Renhe Commercial Holdings Company Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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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)**

**(1) PROPOSED SHARE CONSOLIDATION  
(2) PROPOSED CHANGE OF COMPANY NAME  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at 3:00 p.m. on Friday, 24 May 2019 (or immediately after the annual general meeting of the Company convened on the same day), at Pheasant & Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road Central, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

\* *For identification purpose only*

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday or public holiday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Company Name”	the proposed change of the English name of the Company 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”
“Company”	Renhe Commercial Holdings Company Limited (Stock Code: 1387), a company incorporated in the Cayman Islands with limited liability, the shares of which is listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and 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) for the Shareholders to consider and, if thought fit, approve the Share Consolidation and the Change of Company Name
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company prior to the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

## DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholders”	registered holder(s) of the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the content may require
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

<b>EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION</b>
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The expected timetable for implementation of the Share Consolidation is set out below:

<b>Event</b>	<b>2019</b>
Latest date and time for lodging transfers of the Existing Shares for attending and voting at the EGM.....	4:30 p.m. on Friday, 17 May
Closure of register of members for the entitlements to attend and vote at the EGM .....	Monday, 20 May to Friday, 24 May (both days inclusive)
Latest date and time for lodging form of proxy for the EGM .....	3:00 p.m. on Wednesday, 22 May
Date and time of the EGM.....	3:00 p.m. on Friday, 24 May
Publication of the announcement of voting results of the EGM.....	Friday, 24 May

*The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular:*

<b>Event</b>	<b>2019</b>
Expected effective date of the Share Consolidation.....	Monday, 27 May
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	Monday, 27 May
Dealing in the Consolidated Shares commences.....	9:00 a.m. on Monday, 27 May
Original counter for trading in the Existing Shares in board lot of 2,000 Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Monday, 27 May
Temporary counter for trading in the Consolidated Shares in board lot of 200 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Monday, 27 May
Original counter for trading in the Consolidated Shares in board lot of 2,000 Consolidated Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on Tuesday, 11 June
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences.....	9:00 a.m. on Tuesday, 11 June

## EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION

Event	2019
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares .....	9:00 a.m. on Tuesday, 11 June
Temporary counter for trading in board lot of 200 Consolidated Shares (in the form of existing share certificates) closes.....	4:00 p.m. on Tuesday, 2 July
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) ends .....	4:00 p.m. on Tuesday, 2 July
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares .....	4:00 p.m. on Tuesday, 2 July
Latest date and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	4:30 p.m. on Thursday, 4 July

All times and dates specified in the timetable above refer to Hong Kong times and dates.

**The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.**



**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)**

*Executive Directors:*

Mr. Wang Yan (*Chairman*)

Mr. Dai Bin (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Yin Jianhong

Ms. Yang Yuhua

*Independent non-executive Directors:*

Mr. Fan Ren-Da, Anthony

Mr. Wang Yifu

Mr. Leung Chung Ki

Mr. Tang Hon Man

*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

2 May 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION  
(2) PROPOSED CHANGE OF COMPANY NAME  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 26 April 2019 in relation to the Share Consolidation and the Change of Company Name.

The purpose of this circular is to provide you with further information on, among other things, (a) the Share Consolidation; (b) the Change of Company Name; and (c) a notice convening the EGM.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### (1) PROPOSED SHARE CONSOLIDATION

#### Introduction

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.10 each.

#### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,500,000,000 divided into 150,000,000,000 Existing Shares of HK\$0.01 each, of which 57,155,930,569 Existing Shares have been issued as fully paid or credited as fully paid. Assuming that no further Existing Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the EGM, the authorised share capital of the Company will become HK\$1,500,000,000 divided into 15,000,000,000 Consolidated Shares of HK\$0.10 each, of which 5,715,593,056 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue immediately upon the Share Consolidation becoming effective.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation is not expected to alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled (details of which are set out in the paragraph headed “Fractional entitlement to Consolidated Shares” below).

#### Conditions of the Share Consolidation

The Share Consolidation will be subject to the following conditions:

- (1) the passing of an ordinary resolution by the Shareholders at the EGM approving the Share Consolidation; and
- (2) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

The Share Consolidation will become effective on the next Business Day immediately following the fulfilment of the above conditions.

#### Listing and dealings

Application will be made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated Shares.



## LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

The Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be, as at the Latest Practicable Date.

### **Reasons for the Share Consolidation**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In addition, according to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Stock Exchange, taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. In view of the recent trading price(s) of the Existing Shares and the value of each board lot of the Existing Shares being less than HK\$2,000, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange and allow the value of each board lot to be increased to more than HK\$2,000 and thereby complying with the above-mentioned trading requirements of the Stock Exchange.

## LETTER FROM THE BOARD

### OTHER ARRANGEMENTS

#### Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Monday, 27 May 2019 until Thursday, 4 July 2019 (both days inclusive), submit the existing share certificates (in purple colour) for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, to exchange, at the expense of the Company, for new share certificates (in yellow colour) for the Consolidated Shares, on the basis of every ten (10) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share. Thereafter, existing share certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 to the Company's branch share registrar in Hong Kong (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After 4:30 p.m. on Thursday, 4 July 2019, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes. It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 business days after the submission of the existing share certificates to the Company's branch share registrar in Hong Kong for exchange.

#### Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

Shareholders concerned about losing out any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant and/or other professional adviser and may wish to consider the possibility of buying or selling a sufficient number of Existing Shares to make up an entitlement to receive a whole number of Consolidated Shares.

#### Board lot size

The Existing Shares are currently traded on the Stock Exchange in the board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 2,000 Consolidated Shares.

Based on the closing price of HK\$0.27 per Existing Share (equivalent to the theoretical closing price of HK\$2.70 per Consolidated Share) as quoted on the Stock Exchange as at Latest Practicable Date, the value of each board lot of the Existing Shares is HK\$540 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$5,400.

## **LETTER FROM THE BOARD**

### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide odd lot matching services, on a best effort basis, regarding the sale and purchase of odd lots of the Consolidated Shares from 9:00 a.m. on Tuesday, 11 June 2019 to 4:00 p.m. on Tuesday, 2 July 2019 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or at telephone number (852) 2862 8555 during the office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

Shareholders with odd lot holdings of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best efforts basis. Successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

### **(2) PROPOSED CHANGE OF COMPANY NAME**

The Company proposes to change its English name 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”.

### **CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Change of Company Name will be subject to the following conditions:

1. passing of the special resolution by the Shareholders at the EGM approving the Change of Company Name; and
2. approval being granted by the Registrar of Companies in Cayman Islands for the Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and the dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

## **LETTER FROM THE BOARD**

### **EFFECTS OF THE CHANGE OF COMPANY NAME**

The proposed Change of Company Name is not expected to affect any rights of the existing Shareholders nor the Company's daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new names of the Company. Upon the proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English and Chinese names of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the Shares in the Stock Exchange will also be changed after the proposed Change of Company Name has become effective.

### **REASONS FOR THE CHANGE OF COMPANY NAME**

The Board is of the view that the proposed new English name and the dual foreign name in Chinese of the Company will better reflect the trading name "Dili" of the agriculture wholesale markets of the Group and the Change of Company Name will provide the Group with a fresh new corporate identity and image and enhance the Company's brand identity in the context of its future business development.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **EGM**

A notice convening the EGM to be held for the shareholders at 3:00 p.m. on Friday, 24 May 2019 (or immediately after the annual general meeting of the Company convened on the same day) is set out on pages EGM-1 to EGM-3 of this circular for the purpose of considering and, if thought fit, to approve the Share Consolidation and the Change of Company Name.

A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited 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

## LETTER FROM THE BOARD

or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending, and voting in person at the EGM or any adjournment thereof if you so desire and, in such event, the instrument appointing a proxy will be deemed to be revoked.

In order to determine the list of shareholders who will be entitled to attend and vote at the EGM, 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) during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 24 May 2019 shall be entitled to attend and vote at the EGM. In order for the Shareholders 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.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions proposed at the EGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Board considers that the proposed resolutions in relation to the Share Consolidation and Change of Company Name to be put forward at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

### WARNING

Shareholders should take note that the Share Consolidation and the Change of Company Name are conditional upon satisfaction of the respective conditions set out above. Therefore, the Share Consolidation and/or the Change of Company Name may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

## NOTICE OF THE EGM



# 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
  - (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.”

\* For identification purpose only

## NOTICE OF THE EGM

### 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.

## NOTICE OF THE EGM

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.*