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CHANGSHOUHUA FOOD COMPANY LIMITED

長壽花食品股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1006)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Changshouhua Food Company Limited (the “**Company**”) will be held at 10:30 a.m. (or, if later, immediately after the conclusion or adjournment of the meeting of the holders (“**Shareholders**”) of the shares of Changshouhua Food Company Limited (“**Shares**”) (other than those directly or indirectly held by SanXing Trade Co., Ltd. (the “**Offeror**”)) (the “**Scheme Shares**”) convened at the direction of the Grand Court of the Cayman Islands (the “**Grand Court**”) for the same day and place) on Thursday, 19 November 2020 at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing, the following as a special resolution:

SPECIAL RESOLUTION

“**THAT:**

(A) subject to the approval of the scheme of arrangement dated 27 October 2020 (the “**Scheme**”) between the Company and the holders of the Scheme Shares in the form of the print contained in the scheme document dated 27 October 2020 which has been produced to this Extraordinary General Meeting and for the purpose of identification signed by the chairman of this Extraordinary General Meeting, with any modification of or addition to it, or any condition, as may be approved or imposed by the Grand Court, for the purpose of giving effect to the Scheme, on the date on which the Scheme becomes effective in accordance with the Companies Law (as defined in the Scheme Document)(the “**Effective Date**”):

- (i) any reduction of the share capital of the Company as a result of the cancellation of the Scheme Shares pursuant to the Scheme be and is hereby approved;
- (ii) subject to and contemporaneously with the cancellation of the Scheme Shares, the issued share capital of the Company be maintained by the issue of the same number of new shares of HK\$0.1 each in the share capital of the Company (the “**New Shares**”) as the number of Scheme Shares cancelled; and

- (iii) the Company shall apply the reserve created in its books of account as a result of the cancellation of the Scheme Shares in paying up in full the New Shares, which New Shares shall be allotted and issued, credited as fully paid, to the Offeror and the directors of the Company be and are hereby unconditionally authorised to allot and issue the New Shares accordingly;
- (B) any one of the directors of the Company be and is hereby unconditionally authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) the cancellation of the Scheme Shares; (iii) the allotment and issue of the New Shares referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court may see fit to impose and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.”

By order of the board
Changshouhua Food Company Limited
WANG Mingxing
Chairman

Hong Kong, 27 October 2020

As at the date of this notice, the board of directors of the Company comprises: Mr. Wang Mingxing, Mr. Wang Mingliang, Mr. Wang Mingfeng, Mr. Cheng Wenming, Mr. Ren Zaishun as executive Directors; and Mr. Wang Aiguo, Mr. Wang Ruiyuan and Mr. Liu Shusong as independent non-executive Directors.

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) At the Extraordinary General Meeting, the chairman of the Extraordinary General Meeting will put forward the above resolution to be voted on by way of poll as required under the Listing Rules and the Takeovers Code.
- (iii) A white form of proxy for use at the Extraordinary General Meeting is enclosed with the Scheme Document.

- (iv) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more persons, whether a member of the Company or not, as his proxy to attend, speak and vote instead of him/her. If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
- (v) In order to be accepted, the white form of proxy, together with the letter or power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), must be lodged at the Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof. In the event that a member attends and votes at the Extraordinary General Meeting after having lodged his form of proxy, his form of proxy shall be revoked by operation of law.
- (vi) In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) 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 Share.
- (vii) For the purpose of determining the entitlements of Shareholders to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, 16 November 2020 to Thursday, 19 November 2020, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. (Hong Kong time) on Friday, 13 November 2020.
- (viii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal or "extreme conditions" caused by super typhoons is or is expected to be in force at any time after 7:00 a.m. on the date of the Extraordinary General Meeting, the Extraordinary General Meeting may be adjourned. The Company may post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify members of the date, time and venue of the reconvened meeting.

- (ix) Taking into account the recent development of the epidemic caused by coronavirus disease (COVID-19), the Company will implement the following prevention and control measures at the Extraordinary General Meeting to protect Shareholders from the risk of infection:
- a. compulsory body temperature checks will be conducted for every attending Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;
 - b. every attending Shareholder or proxy is required to wear a surgical mask throughout the Extraordinary General Meeting; and
 - c. no refreshments will be served at the Extraordinary General Meeting. Furthermore, the Company wishes to advise all of the Shareholders, particularly any Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the Extraordinary General Meeting as a proxy to attend and vote on any of the resolutions, instead of attending the Extraordinary General Meeting in person. The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the HKSAR government, and if necessary will make further announcement(s) in case of any update regarding the precautionary measures to be implemented at the Extraordinary General Meeting.

In case of any inconsistency, the English version of this notice shall prevail.