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**Tan'Sh**

Global Food Group Co., Limited

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**國際天食集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3666)**

**(1) PROPOSED CHANGE OF COMPANY NAME; AND  
(2) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of TANSH Global Food Group Co., Ltd (the “**Company**”, together with its subsidiaries referred to as the “**Group**”) proposes to change the English name of the Company from “TANSH Global Food Group Co., Ltd” to “Shanghai XNG Holdings Limited”, and to adopt the Chinese name of “上海小南国控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “國際天食集團有限公司” (the “**Proposed Change of Company Name**”).

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

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed 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 Proposed 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 in place of the former English name and dual foreign name in Chinese. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

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

The Board considers that the proposed new name is in line with the Group's strategy to further strengthen its reputable Xiao Nan Guo brand, which history could be traced back to 1987, and to enhance the market awareness and refreshment for such brand. As such, the Board believes that the proposed new name can provide the Group with a more suitable corporate image and identity and reflect the Company's current strategic and business development direction. Accordingly, the Board considers that the Proposed Change of Company Name will benefit the Group's future business development and is in the best interests of the Company and its Shareholders as a whole.

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

The Proposed Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company (the "**Shares**") and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

## **PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board also proposes to amend and restate the memorandum of association and the articles of association of the Company (the "**Memorandum and Articles of Association**") to reflect the Proposed Change of Company Name and the change in the name of the principal shares registrar of the Company in the Cayman Islands from "Codan Trust Company (Cayman) Limited" to "Conyers Trust Company (Cayman) Limited" and to bring the Memorandum and Articles of Association in line with the amendments to the Companies Act of the Cayman Islands, with effect from the same time the Proposed Change of Company Name takes effect.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt a new set of Memorandum and Articles of Association (the "**New Amended and Restated Memorandum and Articles of Association**"). The proposed adoption of the New Amended and Restated Memorandum and Articles of Association is subject to the passing of a special resolution.

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the proposed adoption of the New M&A. 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 resolution to be proposed at the EGM in relation to the Proposed Change of Company Name and the proposed adoption of the New M&A.

A circular containing details of the Proposed Change of Company Name and the proposed adoption of the New M&A and a notice convening the EGM will be despatched to the Shareholders as soon as practicable. Further announcement (s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, adoption of the New M&A, the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange and the new website address of the Company as and when appropriate.

By Order of the Board  
**TANSH Global Food Group Co., Ltd**  
**Gu Dorson**  
*Chairman*

Shanghai, the People's Republic of China, 21 January 2022

*As at the date of this announcement, the executive Directors are Mr. Gu Dorson and Ms. Ping Guoqin, the non-executive Directors are Ms. Wang Huili and Ms. Wu Wen, and the independent non-executive Directors are Mr. Lui Wai Ming, Mr. Zhang Zhenyu and Ms. Li Yuping.*