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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TANSH Global Food Group Co., Ltd, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Tan'Sh

Global Food Group Co., Limited

TANSH Global Food Group Co., Ltd
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
(2) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EGM

A notice convening the EGM of TANSH Global Food Group Co., Ltd to be held at Meeting Room, 16th Floor, Bldg. A, Hongqiao The-Place, No.100 Zunyi Road, Changning District, Shanghai, the PRC on Monday, 7 March 2022, at 2:00 p.m. is set out on pages 9 to 11 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and 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 will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such event, the form of proxy will be deemed to be revoked.

11 February 2022

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DEFINITIONS

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

“Articles of Association”	the third amended and restated articles of association of the Company conditionally adopted on 8 June 2012 and as amended from time to time
“Board”	the board of the Directors
“Company”	TANSH Global Food Group Co., Ltd (國際天食集團有限公司), an exempted company incorporated on 2 February 2010 in the Cayman Islands with limited liability, with its Shares listed on the main board of the Stock Exchange
“Director (s)”	the director (s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Meeting Room, 16th Floor, Bldg. A, Hongqiao The-Place, No.100 Zunyi Road, Changning District, Shanghai, the PRC on Monday, 7 March 2022 at 2:00 p.m., or any adjournment thereof, for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Memorandum”	the third amended and restated memorandum of association of the Company conditionally adopted on 8 June 2012 and as amended from time to time
“New Amended and Restated Memorandum and Articles of Association”	the fourth amended and restated Memorandum and Articles of Association proposed to be adopted by the Company at the EGM
“PRC”	the People’s Republic of China

DEFINITIONS

“Proposed Adoption of New Amended and Restated Memorandum and Articles of Association”	the proposed adoption of the New Amended and Restated Memorandum and Articles of Association
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “TANSH Global Food Group Co., Ltd” to “Shanghai XNG Holdings Limited”, and the adoption of the Chinese name “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”
“Share (s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder (s)”	the holder (s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong 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)

Executive Directors:

Mr. GU Dorson (*Chairman*)

Ms. PING Guoqin

Non-executive Directors:

Ms. WU Wen

Ms. WANG Huili

Independent Non-executive Directors:

Mr. LUI Wai Ming

Mr. ZHANG Zhenyu

Ms. LI Yuping

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111

Cayman Islands

Headquarters:

Room 1601-05, 16/F, Building A

No.100 Zunyi Road

Changning District, Shanghai

The People's Republic of China

Principal place of business

in Hong Kong:

Room 2001, 20/F

Tower Two, Lippo Centre

89 Queensway

Hong Kong

11 February 2022

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 21 January 2022 in relation to the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association and to give you notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 21 January 2022, it proposed 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”.

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 Shareholders approving the Proposed Change of Company Name at 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.

LETTER FROM THE BOARD

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 Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to 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, 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 and Articles of Association to reflect the Proposed Change of Company Name and the change in the name of the principal share 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 latest Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and the Electronic Transactions Act (2003) of the Cayman Islands, with effect from the same time the Proposed Change of Company Name takes effect. The details of the proposed amendments to the Memorandum and Articles of Association are set out below.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt the New Amended and Restated Memorandum and Articles of Association. The Proposed Adoption of New Amended and Restated Memorandum and Articles of Association is subject to the passing of a special resolution.

Details of the Amendments to the Memorandum and Articles of Association

The major details of the amendments to the Memorandum and Articles of Association are as follows:

- (i) to reflect the Proposed Change of Company Name by replacing all references therein to “Xiao Nan Guo Restaurants Holdings Limited 小南國餐飲控股有限公司” with “Shanghai XNG Holdings Limited 上海小南國控股有限公司”;
- (ii) deleting the name of the existing registered office of the Company by replacing “Codan Trust Company (Cayman) Limited” with “Conyers Trust Company (Cayman) Limited”;

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 2 March 2022 to 7 March 2022, both days inclusive, in order to determine the entitlement of Shareholders to attend the EGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 1 March 2022.

FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the EGM if they so wish and in such event, the form of proxy will be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any votes of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the special resolutions to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. After the conclusion of the EGM, the results of the poll will be released on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.tanshglobal.com.

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 not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

GENERAL

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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Global Food Group Co., Limited

TANSH Global Food Group Co., Ltd

國際天食集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3666)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of TANSH Global Food Group Co., Ltd (the “**Company**”) will be held at Meeting Room, 16th Floor, Bldg. A, Hongqiao The-Place, No.100 Zunyi Road, Changning District, Shanghai, the PRC on Monday, 7 March 2022, at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “TANSH Global Food Group Co., Ltd” to “Shanghai XNG Holdings Limited”, and the dual foreign name of the Company in Chinese of “上海小南国控股有限公司” be adopted in place of its existing dual foreign name “國際天食集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming the new name has been registered, and that any one of the directors of the Company (the “**Directors**”) be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the aforesaid Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the memorandum of association and the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 11 February 2022 (the “**Circular**”); and the fourth amended and restated memorandum of association and the fourth amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and the existing articles of association of the Company with immediate effect and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute all

NOTICE OF EXTRAORDINARY GENERAL MEETING

such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the fourth amended and restated memorandum of association and the fourth amended and restated articles of association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Shanghai, the People’s Republic of China, 11 February 2022

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Headquarters:

Room 1601-05, 16/F, Building A
No.100 Zunyi Road
Changning District, Shanghai
The People’s Republic of China

Principal place of business in Hong Kong:

Room 2001, 20/F
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Notes:

Considering the outbreak of the coronavirus epidemic (the “COVID-19 outbreak”), certain measures will be implemented at the Extraordinary General Meeting with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; (b) complete a health declaration, which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the Extraordinary General Meeting venue; (ii) attendees who are subject to health quarantine prescribed by the Government not being admitted to the Extraordinary General Meeting venue; (iii) all attendees being required to wear surgical masks throughout the Extraordinary General Meeting; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. The Company reminds attendees that they should carefully consider the risks of attending the Extraordinary General Meeting, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 outbreak situation under review and may implement additional measures which it will announce closer to the date of the Extraordinary General Meeting.

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the extraordinary 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (iv) The transfer books and register of members of the Company will be closed from 2 March 2022 to 7 March 2022, both days inclusive, in order to determine the entitlement of Shareholders to attend the EGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 1 March 2022.