

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting 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 People's Republic of China on Tuesday, 24 May 2022 at 2:00 p.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the form of proxy will be deemed to be revoked.

21 April 2022

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DEFINITIONS

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

“Annual General Meeting”	the annual 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 People’s Republic of China on Tuesday, 24 May 2022 at 2:00 p.m., or any adjournment thereof and notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	the memorandum and articles of association of the Company adopted on 8 June 2012 and effective on 4 July 2012, and as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“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
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of the issued Shares of the Company as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the post-listing share option scheme adopted by the Company which became effective on 4 July 2012
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended or supplemented from time to time
“%”	percent

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Executive Directors:

Mr. GU Dorson (*Chairman*)

Ms. PING Guoqin

Non-executive Directors:

Ms. WANG Huili

Ms. WU Wen

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 2,

Lippo Centre,

No. 89 Queensway

Hong Kong

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and to provide you with information regarding the following proposals to be put forward at the Annual General Meeting: (a) the granting to the Directors of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of the Directors in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolutions in the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares up to 20% of the number of the issued Shares of the Company as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, there were 2,213,031,000 Shares which have been issued and fully paid. Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 442,606,200 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares purchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20% limit of the General Mandate as mentioned in ordinary resolution no. 4(A) provided that such additional amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing the resolutions in relation to the General Mandate and the Repurchase Mandate.

The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the General Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 84 of the Articles of Association, Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping shall retire by rotation, and being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, integrity, professional qualifications, skills, knowledge and experience). The Board has also taken into account the contributions of Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping to the Board and the commitment to their role.

In recommending Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping to stand for re-election as independent non-executive Directors, the Board has assessed and reviewed the independence of Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. Based on the board diversity policy adopted by the Company, the Board also considered that in view of her educational backgrounds and experience as set out in Appendix I to this circular, Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping as independent non-executive Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointment will contribute to the diversity of the Board.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 19 of this circular is the notice of the Annual General Meeting at which, amongst others, ordinary resolutions will be proposed to Shareholders to consider and approve the granting to the Directors of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the re-election of the Directors.

The transfer books and register of members of the Company will be closed from 17 May 2022 to 24 May 2022, both days inclusive, in order to determine the entitlement of Shareholders to attend the Annual General Meeting, 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 16 May 2022.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. 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 Annual General Meeting, 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 17M 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 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the form of proxy will be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, at any general meeting a resolution put to vote of the Shareholders is to be decided by way of a poll.

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.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate to issue Shares, and the Repurchase Mandate to repurchase Shares and the re-election of the Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

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 Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

21 April 2022

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years or other major appointment and professional qualifications. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. LUI Wai Ming (“Mr. Lui”), aged 51, is an independent non-executive Director of the Company. Mr. Lui has extensive experience in auditing, accounting, investment, financial and corporate management for over 20 years. Mr. Lui was an independent non-executive director of Ernest Borel Holding Ltd, a company listed on main board of the Stock Exchange (stock code: 1856) from 27 October 2017 to 6 September 2019, an executive director of Hosa International Limited, a company listed on main board of the Stock Exchange (stock code: 2200) and delisted from the Stock Exchange in March 2020, from 1 April 2016 to 31 August 2018, an independent non-executive director of hmvod Limited (formerly known as Tai Shing International (Holdings) Limited), a company listed on GEM of the Stock Exchange (stock code: 8103) from 22 May 2014 to 29 January 2016 and Golden Shield Holdings (Industrial) Limited, a company listed on main board of the Stock Exchange (stock code: 2123) from 12 January 2015 to 11 May 2015, during the period he focused on investigation into the outstanding audit issues and the legal proceedings, and the company is currently under liquidation. In addition, Mr. Lui was the chief financial officer of Ta Yang Group Holdings Limited, a company listed on main board of the Stock Exchange (Stock code: 1991) from 1 August 2018 to 31 March 2019.

Mr. Lui holds an Executive Master Degree in Business Administration from Cheung Kong Graduate School of Business in the People’s Republic of China. Mr. Lui is a fellow member of the Association of Chartered Certified Accountants, a fellow member of Hong Kong Institute of Certified Public Accountants and a fellow member of Hong Kong Institute of Directors.

Mr. Lui has entered into a service agreement with the Company for a term of three years commencing from 22 January 2022. Mr. Lui is entitled to HK\$384,000 per annum as service fee for his appointment as an independent non-executive Director. The remuneration of Mr. Lui as a Director is determined by the Board with regard to his duties and responsibilities, the recommendation made by Remuneration Committee and the prevailing market conditions. Mr. Lui received director’s fee of HKD288,000 (equivalent to approximately RMB238,605.6) during the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Lui was interested in underlying 1,000,000 underlying shares of the Company, representing approximately 0.05% of the issued Shares of the Company. The interests refer to his interests as a grantee of options to subscribe for up to 1,000,000 Shares under the Share Option Scheme.

Mr. ZHANG Zhenyu (“Mr. Zhang”), aged 47, is an independent non-executive Director of the Company. Mr. Zhang has more than 20 years of experience in legal and corporate compliance field. During October 2012 to February 2019, Mr. Zhang served as the chief legal counsel of Asia Pacific Region and chief compliance officer of China region for Thermo Fisher Scientific Inc, whose securities are listed on the New York Stock Exchange (stock code: TMO). During April 2008 to March 2011, Mr. Zhang served as legal counsel and chief compliance officer of Great China region for Sandoz AG, a company incorporated in Switzerland and a global research-based pharmaceutical and nutrition group. Before serving Sandoz AG, Mr. Zhang has also acted as in-house legal counsel for TOM Group Limited, Sony Music group and Shanghai Huahong Group Co., Ltd.

Mr. Zhang obtained a bachelor’s degree in laws from East China University of Political Science and has been awarded with a Diploma in Beijing International MBA from Peking University.

Mr. Zhang has entered into a service agreement with the Company for a term of three years commencing from 22 January 2022. Mr. Zhang is entitled to HK\$384,000 per annum as service fee for his appointment as an independent non-executive Director. The remuneration of Mr. Zhang as a Director is determined by the Board with regard to his duties and responsibilities, the recommendation made by Remuneration Committee and the prevailing market conditions. Mr. Zhang received director’s fee of HKD288,000 (equivalent to approximately RMB238,605.6) during the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Zhang was interested in 500,000 underlying shares of the Company, representing approximately 0.02% of the issued Shares of the Company. The interests refer to his interests as a grantee of options to subscribe for up to 500,000 Shares under the Share Option Scheme.

Ms. LI Yuping (“Ms. Li”), aged 73, is an independent non-executive Director of the Company. Ms. Li has more than 40 years of extensive practices and management experience in the field of corporate financial management and auditing. From 1974 to 1990, Ms. Li worked as the financial manager in the finance department of the Bureau of Collective Enterprise Administration of Changning District in Shanghai, responsible for the financial budget management and financial analysis of the affiliated enterprises. During this period, she participated in the First National Accounting Knowledge Competition and won the first runner up in the individual competition in Shanghai division. From 1990 to 2004, Ms. Li served as the director of the first division of the comprehensive business department (professional auditing department) of the Shanghai Municipal Auditing Bureau, responsible for the coordination of major audits of the city, as well as the chief auditor of several major municipal auditing projects. From 2004 to the end of 2019, Ms. Li served as the general manager of the finance department of the headquarters of Green Court Properties Limited, fully in charge of the company’s financial management.

Ms. Li holds the technical title of the Senior Auditor and has the professional qualification of Certified Public Accountant in China.

Ms. Li has entered into a service agreement with the Company for a term of three years commencing from 22 January 2022. Ms. Li is entitled to HK\$384,000 per annum as service fee for her appointment as an independent non-executive Director. The remuneration of Ms. Li as a Director is determined by the Board with regard to her duties and responsibilities, the recommendation made by Remuneration Committee and the prevailing market conditions. Ms. Li received director's fee of HKD192,151.6 (equivalent to approximately RMB159,196.0) during the year ended 31 December 2021.

As at the Latest Practicable Date, Ms. Li did not hold any issued Shares of the Company.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,213,031,000 Shares of nominal value of HK\$0.01 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 221,303,100 Shares which represent 10% of the issued Shares of the Company during the period ending on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have a material adverse impact on the working capital or on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association of the Company and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors are not aware of any consequences which would give rise to an obligation for it to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none of the Shareholders or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date are as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2021		
April	0.085	0.072
May	0.085	0.073
June	0.074	0.070
July	0.079	0.062
August	0.071	0.051
September	0.077	0.056
October	0.079	0.053
November	0.074	0.051
December	0.074	0.052
2022		
January	0.075	0.058
February	0.079	0.061
March	0.079	0.050
April (up to the Latest Practicable Date)	0.080	0.070

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual 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 People’s Republic of China on Tuesday, 24 May 2022 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2021.
2. (a) To re-elect the following directors of the Company (the “**Director(s)**”):
 - (i) Mr. LUI Wai Ming as independent non-executive Director.
 - (ii) Mr. ZHANG Zhenyu as independent non-executive Director.
 - (iii) Ms. LI Yuping as independent non-executive Director.
- (b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and authorise the Board to fix their remuneration for the financial year ending 31 December 2022.
4. To consider and, if thought fit, to pass (with or without modification), the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such

NOTICE OF ANNUAL GENERAL MEETING

convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
 - (a) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

(b) “Rights Issue” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the number of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

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(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the resolutions.”

By order of the Board
TANSH Global Food Group Co., Ltd
GU Dorson
Chairman

Shanghai, the People’s Republic of China, 21 April 2022

NOTICE OF ANNUAL GENERAL MEETING

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 2
Lippo Centre
No. 89 Queensway
Hong Kong

Notes:

Considering the outbreak of the coronavirus epidemic (the "COVID-19 outbreak"), certain measures will be implemented at the Annual 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 Annual General Meeting venue; (ii) attendees who are subject to health quarantine prescribed by the Government not being admitted to the Annual General Meeting venue; (iii) all attendees being required to wear surgical masks throughout the Annual 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 Annual 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 Annual General Meeting.

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) 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.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) 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 17M 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.
- (v) The transfer books and register of members of the Company will be closed from 17 May 2022 to 24 May 2022, both days inclusive, in order to determine the entitlement of shareholders to attend the above meeting, 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 16 May 2022.
- (vi) In respect of ordinary resolution numbered 2 above, Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping shall retire and being eligible, offer themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the Company's circular dated 21 April 2022.

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- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

- (viii) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the Company's circular dated 21 April 2022.