



Nissin Foods Company Limited
日清食品有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 1475)

**FORM OF PROXY FOR 2023 ANNUAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

I/We / _____
of _____
being the registered holder(s) of ² _____ shares of
Nissin Foods Company Limited (the "Company"), HEREBY APPOINT ^{3,4} _____
of _____

or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the annual general meeting of the Company to be held at Grand Ballroom, 2/F., Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on 9 June 2023 at 10:00 a.m. (or at any adjournment thereof) on a poll, to vote on my/our behalf as indicated below or, if no such indication is given as my/our proxy thinks fit.

Ordinary Resolutions		FOR ⁵	AGAINST ⁵
1.	To receive and consider the audited consolidated financial statements, reports of the directors and independent auditor for the year ended 31 December 2022.		
2.	To declare a final dividend of 15.16 HK cents per share of the Company for the year ended 31 December 2022.		
3.	(a) (i) To re-elect Mr. Shinji Tatsutani as Executive Director.		
	(ii) To re-elect Professor Lynne Yukie Nakano as Independent Non-executive Director.		
	(iii) To re-elect Mr. Toshiaki Sakai as Independent Non-executive Director.		
(b)	To authorise the board of directors to fix the remuneration of directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix its remuneration.		
5.	To give a general mandate to the directors to buy back shares not exceeding 10% of the total number of issued shares of the Company.		
6.	To give a general mandate to the directors to issue new shares not exceeding 20% of the total number of issued shares of the Company.		
7.	To extend the general mandate to be given to the directors to allot, issue and deal with additional shares of an amount representing the total number of shares bought back by the Company.		
8.	(i) the proposed annual cap amounts for the three years ending 31 December 2023, 2024 and 2025 as set out in the Company's circular dated 26 April 2023 in respect of the transactions contemplated under the master agreement in connection with the procurement of raw materials and products and the master agreement in connection with the sale of raw materials and products entered into between the Company and Nissin Foods Holdings Co., Ltd. on 21 November 2017 (as renewed on 7 November 2019 and 13 December 2022) (the "Revised Annual Caps") be and are hereby approved, confirmed and ratified; and		
	(ii) any one director of the Company be and is hereby authorised to do all acts and things, take such necessary actions and to approve, execute and deliver all deeds, agreements and documents in relation to the Revised Annual Caps on behalf of the Company which he/she (or his/her properly appointed attorney) may consider necessary.		

Date: _____

Signature ⁶: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Any shareholder of the Company is entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initialed by the person who signs it.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
7. Any shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
8. Where there are joint registered holders of any share, any one of such persons 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 any 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.
9. In order to be valid, this 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 delivered at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 holding the meeting or the any adjournment therefor (as the case may be).
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of a proxy will be deemed to be revoked.
11. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice of Annual General Meeting will be decided by poll at the general meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.