
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in **Chongqing Hongjiu Fruit Co., Limited**, you should at once pass this circular, together with the enclosed proxy form, to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Chongqing Hongjiu Fruit Co., Limited
重慶洪九果品股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6689)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2022
2022 DUTY PERFORMANCE REPORT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS OF THE COMPANY
2022 ANNUAL REPORT
2022 FINANCIAL ACCOUNTS REPORT AND 2023 FINANCIAL BUDGET REPORT
2022 PROFIT DISTRIBUTION PLAN
RE-APPOINTMENT OF FINANCIAL AUDITORS AND INTERNAL CONTROL
AUDITORS FOR 2023
REMUNERATION OF DIRECTORS OF THE COMPANY
REMUNERATION OF SUPERVISORS OF THE COMPANY
2023 ORDINARY RELATED PARTY TRANSACTIONS
2023 FINANCING PLAN OF FINANCIAL INSTITUTIONS OF THE COMPANY
PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES
PROPOSED GRANTING OF GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO ISSUE ADDITIONAL DOMESTIC SHARES AND/OR H SHARES
OF THE COMPANY
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING

The AGM will be held at 10:00 a.m. on Thursday, June 29, 2023 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC. A notice of the AGM is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM carefully and to complete the enclosed proxy form(s) in accordance with the instructions printed thereon and return to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjourned meeting(s) thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the AGM or any adjourned meeting(s) thereof in person if you so wish.

June 8, 2023

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DEFINITIONS

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

“AGM”	the 2022 annual general meeting of the Company to be held at 10:00 a.m. on Thursday, June 29, 2023 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Chongqing Hongjiu Fruit Co., Limited (重慶洪九果品股份有限公司), a limited liability company incorporated in the PRC on October 12, 2002 and converted into a joint stock limited company incorporated in the PRC on April 26, 2013, whose predecessor was Chongqing Hongjiu Fruit Company Limited (重慶洪九果品有限公司) and whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is(are) subscribed for or credited as paid in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Company and its consolidated subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each which is(are) listed on the Stock Exchange and traded in Hong Kong dollars (stock code: 6689)
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company, including Domestic Shareholder(s) and H Shareholder(s)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



Chongqing Hongjiu Fruit Co., Limited
重慶洪九果品股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6689)

Executive Directors:

Mr. Deng Hongjiu (*Chairman*)
Ms. Jiang Zongying
Mr. Peng He
Mr. Yang Junwen
Ms. Tan Bo

Non-executive Directors:

Mr. Xia Bei
Mr. Dong Jiaxun
Mr. Chen Tongtong

Independent Non-executive Directors:

Ms. Xu Kemei
Ms. Liu Xiuqin
Mr. An Rui
Mr. Liu Anzhou

Registered office:

509-36 Industry Incubator Building
Baiyan Group of Chengnan Residential Committee
Nanbin Town
Shizhu Tujia Autonomous County
Chongqing
PRC

Principal place of business in the PRC:

22/F, Block B
CREG Fenghui International, Donghu South Road
Yubei District
Chongqing
PRC

Place of business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

June 8, 2023

To the H Shareholders

Dear Sir or Madam,

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2022
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AND
NOTICE OF 2022 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM, and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

2. RESOLUTIONS TO BE CONSIDERED AT THE AGM

The ordinary resolutions to be proposed at the AGM for consideration and approval by the Shareholders are: (1) the resolution on the work report of the Board of Directors for 2022; (2) the resolution on the work report of the Supervisory Committee for 2022; (3) the resolution on the 2022 duty performance report of independent non-executive Directors of the Company; (4) the resolution on the 2022 annual report; (5) the resolution on the 2022 financial accounts report and 2023 financial budget report; (6) the resolution on the 2022 profit distribution plan; (7) the resolution on the re-appointment of financial auditors and internal control auditors for 2023; (8) the resolution on the remuneration of Directors of the Company; (9) the resolution on the remuneration of Supervisors of the Company; (10) the resolution on the 2023 ordinary related party transactions; (11) the resolution on the 2023 financing plan of financial institutions of the Company; and (12) the resolution on the provision of guarantees by the Company and its subsidiaries.

The special resolution to be proposed at the AGM for consideration and approval by the Shareholders is the proposed granting of general mandate to the Board of Directors to issue additional Domestic Shares and/or H Shares of the Company.

In order to enable you to have a better understanding of the above resolutions and to make an informed decision thereon with sufficient and necessary information available, we have provided detailed information to the Shareholders in Appendix I set out in this circular, which includes the information and explanation on the resolutions proposed to be passed at the AGM.

3. THE AGM

The proxy form for the AGM is enclosed in this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjourned meetings thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting(s) thereof in person if you so wish.

LETTER FROM THE BOARD

4. CLOSURE OF H SHARE REGISTER OF MEMBERS

For the purpose of determining the H Shareholders' entitlement to attend the AGM, the H Share register of members of the Company will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, June 23, 2023.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Therefore, the resolutions set out in the notice of the AGM will be voted by poll. The poll results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at <https://www.hjfruit.com> upon the conclusion of the AGM.

6. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the AGM is in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor of all the proposed resolutions mentioned above.

Yours faithfully,

By order of the Board

Chongqing Hongjiu Fruit Co., Limited

Deng Hongjiu

Chairman of the Board and Executive Director

NOTICE OF 2022 ANNUAL GENERAL MEETING



Chongqing Hongjiu Fruit Co., Limited 重慶洪九果品股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6689)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 annual general meeting (“AGM”) of Chongqing Hongjiu Fruit Co., Limited (the “Company”) will be held at 10:00 a.m. on Thursday, June 29, 2023 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC, to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTIONS

1. The resolution on the Work Report of the Board of Directors for 2022
2. The resolution on the Work Report of the Supervisory Committee for 2022
3. The resolution on the 2022 Duty Performance Report of Independent Non-executive Directors of the Company
4. The resolution on the 2022 Annual Report
5. The resolution on the 2022 Financial Accounts Report and 2023 Financial Budget Report
6. The resolution on the 2022 Profit Distribution Plan
7. The resolution on the Re-appointment of Financial Auditors and Internal Control Auditors for 2023
8. The resolution on the Remuneration of Directors of the Company
9. The resolution on the Remuneration of Supervisors of the Company
10. The resolution on the 2023 Ordinary Related Party Transactions

NOTICE OF 2022 ANNUAL GENERAL MEETING

11. The resolution on the 2023 Financing Plan of Financial Institutions of the Company
12. The resolution on the Provision of Guarantees by the Company and its Subsidiaries

SPECIAL RESOLUTION

13. Proposed Granting of General Mandate to the Board of Directors to Issue Additional Domestic Shares and/or H Shares of the Company

By order of the Board

Chongqing Hongjiu Fruit Co., Limited

Deng Hongjiu

Chairman of the Board and Executive Director

Chongqing, the PRC

June 8, 2023

As at the date of this notice, the Board comprises Mr. Deng Hongjiu as the chairman of the Board and an executive Director, Ms. Jiang Zongying, Mr. Peng He, Mr. Yang Junwen and Ms. Tan Bo as executive Directors, Mr. Xia Bei, Mr. Dong Jiaxun and Mr. Chen Tongtong as non-executive Directors, and Ms. Xu Kemei, Ms. Liu Xiuqin, Mr. An Rui and Mr. Liu Anzhou as independent non-executive Directors.

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notes:

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at a general meeting shall be taken by poll. Therefore, the resolutions proposed at the AGM will be voted by poll. The poll results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at <https://www.hjfruit.com> upon the conclusion of the AGM.

2. Eligibility for attending the AGM and closure of H share register of members

For the purpose of determining the H shareholders' entitlement to attend the AGM, the H share register of members of the Company will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, June 23, 2023. H shareholders of the Company whose names appear on the register of members of the Company on June 26, 2023 are entitled to attend the AGM.

A shareholder or his/her proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the AGM by providing a copy of the resolutions of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

3. Proxy

- (1) Each shareholder who has the right to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the meeting. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H shareholders shall lodge the proxy form, together with the notarized power of attorney or other document of authorization, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for convening the AGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish.
- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

4. Miscellaneous

- (1) The AGM is expected to last for no more than half a day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

I. WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022

Please refer to the Directors' Report in the 2022 Annual Report of the Company published on the websites of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.hjfruit.com>) on April 28, 2023 by the Company for the contents of the Work Report of the Board of Directors for 2022 of the Company.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

II. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2022

Please refer to Appendix II of this Circular for the contents of the Work Report of the Supervisory Committee for 2022.

This resolution has been considered and approved at the meeting of the Supervisory Committee, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

III. 2022 DUTY PERFORMANCE REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY

Please refer to Appendix III of this Circular for the contents of the 2022 Duty Performance Report of Independent Non-executive Directors of the Company.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

IV. 2022 ANNUAL REPORT

Please refer to the Directors' Report in the 2022 Annual Report of the Company published on the websites of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.hjfruit.com>) on April 28, 2023 by the Company for the contents of the 2022 Annual Report of the Company.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

V. 2022 FINANCIAL ACCOUNTS REPORT AND 2023 FINANCIAL BUDGET REPORT

The Company prepared the 2022 Financial Accounts Report and 2023 Financial Budget Report according to the operating conditions in 2022 and the work plan for 2023 of the Company, details of which are as follows:

1. 2022 Financial Accounts Report

The audited financial statements under the IFRSs and the Auditor's Report for 2022 of the Group were set out in the 2022 Annual Report of the Company. Please refer to the 2022 annual report (the "Annual Report") published on the websites of the Stock Exchange and the Company on April 28, 2023 by the Company for the details.

2. 2023 Financial Budget Report

The Group expects that the financial budget expenses (including selling and distribution expenses and administrative expenses) for 2023 will be approximately RMB532 million. Such amount shall only be an estimation made by the Company based on its operating plan, and the actual amount will be subject to, including but not limited to, the major risks and uncertainties that the Group (has the same meaning as the "Group" in the Annual Report) is exposed to as described in the Annual Report.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

VI. 2022 PROFIT DISTRIBUTION PLAN

As audited by KPMG, the net profit attributable to the owners of the parent for 2022 was RMB1.45 billion. As the Company will further increase the procurement volume and market share of core products in 2023 to achieve sustainable, stable and healthy development of the Company, thereby better safeguarding the long-term interests of all Shareholders, it is proposed that the net profit for 2022, after the provision of statutory surplus reserves, shall not be distributed.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

VII. RE-APPOINTMENT OF FINANCIAL AUDITORS AND INTERNAL CONTROL AUDITORS FOR 2023

KPMG provided the Company with financial auditing and internal control auditing services in 2022, and performed its duties diligently, complied with the practice standards of independence, objectivity and justice in providing auditing services to the Company, and completed the audit work entrusted by the Company with diligence and responsibility. The

Company intends to re-appoint KPMG to provide the Company with financial auditing and internal control auditing services for 2023 for a term until the conclusion of the next annual general meeting of the Company, and proposes the general meeting to authorize the management of the Company to negotiate and confirm the relevant auditing expenses with auditors according to the Company's actual situations and the fair pricing principles in the market.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

VIII. REMUNERATION OF DIRECTORS OF THE COMPANY

In order to further improve the remuneration management of Directors and enhance operating and management level, based on the operating conditions of the Company, as well as the remuneration level in the industry and regions it operated, the proposals regarding the remuneration plan of Directors for 2023 of the Company are as follows:

1. The executive Directors and non-executive Directors who hold management positions in the Company will receive compensations based on the management position they assumed and no Directors' allowance will be available independently; for the executive Directors and non-executive Directors who have not assume management positions in the Company shall not receive any remuneration.
2. The remunerations of independent non-executive Directors are RMB150,000 per year, and shall be paid on a quarterly basis. A Director resigned due to expiration, re-election and resignation during his/her term of office, his/her remuneration will be calculated and paid according to the actual length of the term of office.
3. All the amount of the above-mentioned will be pre-tax compensation and the Company will withhold the relevant individual income tax. The above remuneration is subject to adjustments based on the industry conditions and the actual production and operation of the Company.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

IX. REMUNERATION OF SUPERVISORS OF THE COMPANY

In order to further improve the management on remuneration of Supervisors of the Company and enhance operating and management level, based on the operating conditions of the Company, as well as the remuneration level in the industry and regions it operated, the proposals regarding the remuneration plan of Supervisors for 2023 of the Company are as follows:

The Supervisors who hold management positions in the Company will receive compensations based on the management position they assumed and no Supervisors' allowance will be available independently; for the Supervisors who have not assume management positions in the Company shall not receive any remuneration.

This resolution has been considered and approved at the meeting of the Supervisory Committee, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

X. 2023 ORDINARY RELATED PARTY TRANSACTIONS

The Company entered into ordinary related party transactions with Alibaba (China) Network Technology Co., Ltd. (阿里巴巴(中國)網絡技術有限公司), a Shareholder and its related parties in respect of the procurement and sales of Southeast Asia products (including durian, longan and mangosteen from Thailand and dragon fruit from Vietnam), the procurement and sales of domestic fruits, wholesale market and other fruits supply chain services due to the needs of business expansion and operation and management. The total amount of the aforesaid ordinary related party transactions in 2023 is expected to not exceed RMB3.0 billion, and the pricing of the relevant transactions is the fair price in the market.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

XI. 2023 FINANCING PLAN OF FINANCIAL INSTITUTIONS OF THE COMPANY

The Company prepared a draft of the 2023 financing plan of financial institutions to satisfy the high development requirements and further enhance the comprehensive capability of the Company, details of which are as follows:

1. The financing amount that the Company obtains from banks and other financial institutions will be no more than RMB5,000 million (the “**Financing Limit**”) within one year from the date of this plan being considered and approved at the general meeting of the Company (the “**Financing Plan Valid Period**”). During the Financing Plan Valid Period, the Financing Limit can be utilized on a revolving basis and the specific financing amount is subject to the actual amount approved by the financial institutions.
2. The methods for obtaining financing include but not limited to working capital loans, issuance and discounting of various commercial notes, project loans, bank guarantees, factoring, financing leases, financial derivatives, issuance and discounting of bank acceptances, issuance of credit letters and others, which shall be subject to the approval of the financial institutions.
3. On the premise of compliance with the securities regulatory requirements of the place where the Shares of the Company are listed, the expiration of each financing of the above-mentioned Financing Limit shall be subject to the agreements in the relevant legal documents then signed between the Company and the relevant financial institutions.

4. The legal representative of the Company or Tan Bo, an executive Director, a deputy general manager and the secretary to the Board of the Company shall be authorized to make decision on the financings within the Financing Limit on behalf of the Company, and to sign the legal documents (including but not limited to facility agreements, borrowing agreements and documents in respect of accounts opening/cancellation) related to the specific financing within the Financing Limit during the Financing Plan Valid Period.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

XII. PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES

In order to meet the operating requirements of the Company and its subsidiaries within the scope of the consolidated financial statements and enhance the decision-making efficiency of the Company, the Board proposes that the general meeting agrees to authorize the management of the Company to adjust actual guarantee amount and guarantee methods in due course according to the negotiations with all cooperative financial institutions, and to sign the relevant business contracts and other legal documents, provided that the amount shall not exceed RMB5,000 million (or then equivalent foreign currency). Such authorization shall be valid within one year from the date of this resolution being considered and approved at the general meeting of the Company. The Company shall perform corresponding consideration procedures and disclosure obligations according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited if the aforesaid guarantees constitute a transaction under Chapter 14 and Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The “provision of guarantees” referred to in this resolution includes the provision of guarantees by the Company for its subsidiaries within the scope of the consolidated financial statements.

This resolution has been considered and approved at the Board meeting, and is being proposed as an ordinary resolution for consideration and approval at the AGM.

XIII. PROPOSED GRANTING OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE ADDITIONAL DOMESTIC SHARES AND/OR H SHARES OF THE COMPANY

In order to satisfy the needs of business development and further increase the capital strength and comprehensive capability of the Company, the Board intends to propose the general meeting to, on the premise of compliance with the securities regulatory requirements of the place where the Shares of the Company are listed, authorize the Board and its authorized persons, on a general and unconditional basis, to decide to separately or concurrently allot, issue and deal with new Domestic Shares and/or H Shares not more than 20% of the respective number of Domestic Shares and/or H Shares in issue of the Company as at the date of this

resolution being considered and approved at the general meeting according to the provisions of the Company Law of the PRC and the Articles of Association of Chongqing Hongjiu Fruit Co., Limited. Details of the mandate are as follows:

1. To propose the general meeting of the Company to grant the general mandate to the Board and its authorized persons to decide to separately or concurrently allot, issue and deal with new Domestic Shares and/or H Shares (including but not limited to ordinary shares, preference shares, securities convertible to shares and excluding shares issued by way of conversion of capital reserve to share capital) and determine the terms and conditions on allotting, issuing and dealing with new Domestic Shares and/or H Shares in the Relevant Period (as defined below) in accordance with the market conditions and the needs of the Company, including but not limited to:
 - (i) the class, method, target and number in respect of the new Shares proposed to be issued;
 - (ii) the pricing method and/or the issuance/conversion/exercise price (including price range) of the new Shares;
 - (iii) the use of the proceeds raised;
 - (iv) the beginning and ending date of the issuance;
 - (v) the class and number of the new Shares to be issued to the existing shareholders; and
 - (vi) other information should be included in the detailed issuance proposal as required by the relevant laws and regulations and other regulatory documents, relevant regulatory authorities and the stock exchange of the place where the Shares of the Company are listed.
2. The number of new Domestic Shares and/or H Shares (including but not limited to ordinary shares, preference shares, securities convertible to shares and excluding shares issued by way of conversion of capital reserve to share capital) separately or concurrently allotted, issued and dealt with by the Board and its authorized person under the general mandate as described in paragraph (i) above shall not exceed 20% of the number of such Domestic Shares and/or H Shares in issue, respectively, as at the date of passing of this resolution at the general meeting of the Company.
3. If the Board and its authorized persons have decided to allot, issue and deal with Domestic Shares and/or H Shares in the mandate validity period as described in paragraph VII of this resolution and the Company has also obtained the relevant approvals, permits and registration (if applicable) from regulatory authorities during

the mandate validity period, the Board of the Company and its authorized persons may complete such allotment, issuance and dealing with in the validity period of such approvals, permits and registration.

4. The Board and its authorized persons shall be authorized to obtain approvals from all the relevant government authorities and/or regulatory authorities (if applicable) in accordance with applicable laws (including but not limited to the Company Law of the PRC, the Securities Law of the PRC and the Listing Rules) to exercise the general mandate.
5. The Board and its authorized persons shall be authorized to approve, execute and make or procure the execution and making of all the documents, deeds and things as they deem being relevant to allotting, issuing and dealing with any new shares pursuant to the exercise of the general mandate as described above, complete necessary procedures and take other necessary actions.
6. The Board and its authorized persons shall be authorized to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association according to the method, class and number of the allotment and issuance of new Shares of the Company and the actual conditions of the Company's shareholding structure as at the date of the completion of the allotment and issuance of new Shares, upon the completion of the allotment and after the issuance of new Shares.
7. The validity period of the general mandate shall commence on the date of passing of this resolution at the general meeting by special resolution and end on whichever is the earlier of (the "**Relevant Period**"):
 - (i) the conclusion of the 2023 annual general meeting of the Company; or
 - (ii) the date on which the mandate under this resolution is revoked or varied by special resolution of the Shareholders at any general meeting.
8. If the issuance of Shares by the Company shall not be authorized to the Board of Directors or its authorized persons by the general meeting according to the relevant laws and regulations in the PRC at the time of the issuance of Shares, the issuance of Shares shall still be subject to the approval of the general meeting.

This resolution has been considered and approved at the Board meeting, and is being proposed as a special resolution for consideration and approval at the AGM.

WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2022

All members of the Supervisory Committee have performed their duties diligently to supervise the operation, management and finance of the Company in a legal, timely and effective manner in accordance with the related provisions in the laws and regulations and the Articles of Association of the Company for the purpose of effectively protecting the legal rights and interests of the Shareholders and the Company.

COMPOSITION OF THE SUPERVISORY COMMITTEE

According to the provisions of the Articles of Association, the Supervisory Committee of the Company consists of five members, including three Shareholder representative Supervisors and two employee representative Supervisors. A Supervisor shall have a term of office of three years and be subject to re-election upon the expiration of his/her term of office.

As of the date of this report, the composition of the Supervisory Committee of the Company is as follows:

Ms. YU Lixia (*Chairperson of the Supervisory Committee and Shareholder representative Supervisor*)

Mr. HUANG Hua (*Shareholder representative Supervisor*)

Mr. WU Di (*Shareholder representative Supervisor*)

Mr. DENG Yinmei (*Employee representative Supervisor*)

Mr. CHEN Xiangzeng (*Employee representative Supervisor*)

CHANGES IN SUPERVISORS

There was no change in Supervisors during the year ended December 31, 2022.

MAJOR WORK PERFORMED BY THE SUPERVISORY COMMITTEE

In the year 2022, the Supervisory Committee prudently reviewed the development plans of the Company and provided reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the Company's management in making significant policies and decisions to ensure that they were in compliance with the relevant requirements of the Company Law and the Articles of Association of the Company, and in the interests of its Shareholders.

OPINIONS OF THE SUPERVISORY COMMITTEE ON CERTAIN MATTERS OF THE COMPANY IN 2022

In the year 2022, the members of the Supervisory Committee adhered to the principles of fidelity and accountability to all Shareholders and duly performed their duties according to the relevant laws and regulations. The Supervisory Committee worked actively, supervised the regulatory compliance and operation, financial condition, use of proceeds and internal control, etc. of the Company through convening meetings, attending shareholders' general meetings and board meetings as observer and onsite inspections. The Supervisory Committee has arrived at the following opinions:

1. Regulatory compliance of the operation of the Company. During the year 2022, the Board earnestly exercised the rights and performed the obligations conferred by the PRC Company Law and the Articles of Association to make decisions in time on material matters including production and operation plans and development objectives, and implemented all resolutions adopted by the shareholders' general meetings and board meetings.
2. Evaluation of financial condition of the Company. During the year 2022, the Supervisory Committee supervised and reviewed the financial rules and position of the Company, and was of the opinion that the financial rules and financial operation of the Company were healthy and standardized, the Company was in a good financial position, and the 2022 Audit Report of the Company truly, accurately and completely reflected the financial position, results of operations and cash flows of the Company.
3. Connected transactions of the Company. During the year 2022, save as disclosed in the 2022 annual report and announcements related to the connected transactions during the Reporting Period, the connected transactions between the Company and all connected persons conformed to applicable regulations of the Hong Kong Stock Exchange. The connected transactions were based on fair and reasonable prices and were carried out in accordance with the principles of reasonableness, fairness and impartiality. No harm to the interests of the Company and unconnected Shareholders has been found.
4. Preparation and consideration of the annual report of the Company. The procedures of the preparation and consideration of the 2022 annual report of the Company were in compliance with the relevant requirements of the Hong Kong Stock Exchange and the relevant regulators. No violation of confidentiality provisions by persons who participated in the preparation and consideration of the annual report was found.
5. According to the results of inspection, during the year 2022, the Company did not have the situations of being investigated or rectified by the regulatory authorities for inside information. The Company had a sound insider management system in place, which had been strictly observed and implemented.

In the coming year, the Supervisory Committee will continue to conscientiously perform its supervisory and monitoring duties with an aim to strengthen the overall competitiveness and sustainable profitability of the Company and to protect the interests of the Shareholders and the Company.

CHONGQING HONGJIU FRUIT CO., LIMITED
2022 DUTY PERFORMANCE REPORT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS

We, as independent non-executive Directors of the Company, leveraged on our independent status and professional expertise and honestly, diligently, responsibly and faithfully performed the duties of independent non-executive Directors with our sense of responsibility towards all the Shareholders in compliance with the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant rules as well as the provisions and requirements of the Articles of Association of Chongqing Hongjiu Fruit Co., Limited. We have actively attended the relevant meetings, expressed our independent opinions in an objective, fair and impartial manner on significant matters of the Company, played an important role as independent non-executive Directors and safeguarded the legitimate rights and interests of the Shareholders, especially the minority Shareholders. The duty performance for the year 2022 is set out as follows:

I. BASIC INFORMATION

(I) Biographical details of the independent non-executive Directors

The biographical details of the independent non-executive Directors are consistent with those set out in the “Biographical Details of Directors, Supervisors and Senior Management” in the 2022 Annual Report of the Company. For details, please refer to relevant contents in the 2022 annual report (the “**Annual Report**”) of the Company published on websites of the Stock Exchange and the Company on April 28, 2023.

(II) Statement on whether the independence was affected

We are qualified as independent non-executive Directors. As independent non-executive Directors of the Company, we did not hold any position in the Company other than as independent non-executive Directors, nor did we hold any position in the Substantial Shareholders of the Company. There was no relationship between us and the Company and its Substantial Shareholders that might have impact on our independent and objective judgments.

II. OVERVIEW OF THE PERFORMANCE OF DUTIES FOR 2022

Since our appointment as independent non-executive Directors of the Company, we performed our duties as independent non-executive Directors and safeguarded the interests of the Company and its Shareholders, especially minority Shareholders, with the principle of being independent and objective and with diligent and responsible attitude.

(I) Attendance at meetings for the year ended December 31, 2022

Attendance at meetings for the year ended December 31, 2022 is consistent with those set out in the “Corporate Governance Report” in the Annual Report of the Company.

(II) Expression of independent opinions

For the year ended December 31, 2022, we did not express any independent opinions on specific matters.

(III) On-site inspection and the listed company’s supports for the work of the independent non-executive Directors

The Company provided us with the following necessary supports to perform our duties according to the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant rules as well as the provisions and requirements of the Articles of Association of Chongqing Hongjiu Fruit Co., Limited:

1. The management of the Company provided us with updates on, among others, the operation, management and financial information of the Company from time to time;
2. When we attended the meetings, the Company was able to provide relevant materials and information in a timely manner and answered the relevant questions raised at the meetings, thus protecting the information rights of the independent non-executive Directors;
3. Prior to giving our independent opinions, the Company was able to provide the intermediaries’ professional opinions (if applicable) on related matters as well as special instructions and other materials (if applicable) issued by the responsible department of the Company as we requested, thus providing the corresponding reference for our independent opinions;
4. The Company delivered us the information of general meetings, Board meetings and meetings of special committees in a timely manner for our review;
5. The Company promptly notified us of significant events and material information via telephone, emails, WeChat and other various manners, which enabled us to keep abreast of the Company’s condition and provided us with important reference for our decision-making.

(IV) Information on proposing the convening of Board meetings and appointment or removal of accounting firms, and independently appointing external auditors and advisors

In 2022, we did not propose the convening of any Board meetings or appointment or removal of auditing firms, nor did we independently appoint any external auditors or advisors.

(V) Other work conducted to protect the legitimate rights and interests of the minority Shareholders

During the term of office in 2022, as independent non-executive Directors of the Company, we could be in compliance with the relevant provisions of laws, regulations and the Articles of Association, attended the Board meetings and meetings of the special committees of the Company, conscientiously reviewed and verified all relevant matters considered by the Board, made use of our professional expertise and experience to provide independent, objective and reasonable opinions and recommendations on the operation, management, finance and relevant matters of the Company, performed the function of independence of independent non-executive Directors, and effectively safeguarded the legitimate rights and interests of all Shareholders, especially of the minority Shareholders. Our independent performance of duties was not influenced by the substantial Shareholders, the de facto controller or other entities or individuals that were interested in the Company.

In 2023, we will perform our duties as independent non-executive Directors in an objective, impartial and fair manner by adhering to the principles of being practicable, responsible, prudent and diligent, make use of our professional expertise and experience to provide our recommendations on the development of the Company, and provide opinions for the decision-making of the Board to firmly safeguard the legal interests of the Company and its Shareholders, especially minority Shareholders and continuously enhance the scientific decision-making ability and leadership of the Board to promote the sustainable and sound development of the Company.

Independent non-executive Directors of Chongqing Hongjiu Fruit Co., Limited:

Xu Kemei, Liu Xiuqin, An Rui, Liu Anzhou