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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in **Qinqin Foodstuffs Group (Cayman) Company Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**親親食品集團(開曼)股份有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1583)**

**(1) PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES**

**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTOR**

**(3) PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Qinqin Foodstuffs Group (Cayman) Company Limited to be held at Room 1, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 17 May 2024 at 3:30 p.m. is set out on pages 16 to 20 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting (i.e. Wednesday, 15 May 2024 at 3:30 p.m. Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

Hong Kong, 3 April 2024

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 17 May 2024 at 3:30 p.m., the notice of which is set out on pages 16 to 20 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Chairman”	the Chairman presiding at any meeting of members or of the Board
“close associates”	has the meaning ascribed to such term under the Listing Rules
“Companies Act”	the Companies Act (as consolidated and revised from time to time) of the Cayman Islands
“Company”	Qinqin Foodstuffs Group (Cayman) Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 1583)
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company as adopted pursuant to a special resolution passed on 18 May 2023
“Group”	the Company and its subsidiaries
“Government”	the Government of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	25 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum and Articles of Association”	the Memorandum of Association and Articles of Association
“Memorandum of Association”	the memorandum of association of the Company
“New Memorandum and Articles of Association”	the new amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting
“Proposed Amendments”	the proposed amendments to Existing Memorandum and Articles of Association set out in Appendix III to this circular
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase up to a maximum of 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution during the period as set out in the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in item 4 of the notice of the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of issued Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“%”	per cent.

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LETTER FROM THE BOARD

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**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**親親食品集團(開曼)股份有限公司**

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

**(Stock Code: 1583)**

*Executive Directors:*

Mr. HUI Ching Lau (*Chairman*)  
Mr. WONG Wai Leung  
*(Chief Financial Officer and Company Secretary)*  
Mr. WU Wenxu (*Chief Executive Officer*)

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Non-executive Directors:*

Mr. SZE Man Bok  
Mr. WU Huolu  
Mr. WU Sichuan  
Mr. WU Yinhang

*Principal Place of Business in*

*Hong Kong:*  
Unit 2601, 26th Floor  
Admiralty Centre, Tower 1  
18 Harcourt Road, Hong Kong

*Independent non-executive Directors:*

Mr. CAI Meng  
Mr. CHAN Yiu Fai Youdey  
Mr. NG Swee Leng  
Mr. Paul Marin THEIL

3 April 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTOR**  
**(3) PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the proposed renewal of the general mandates to repurchase Shares and to allot, issue and deal with Shares, re-election of retiring Director and the proposed amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association, and to seek your approval of the resolutions relating to these relevant matters at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO REPURCHASE SHARES

The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting granting to the Directors a general mandate to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the resolution (i.e. 75,509,655 Shares based on the total number of issued Shares of 755,096,557 as at the Latest Practicable Date and assuming that such total number of issued Shares remains the same as at the date of passing the Repurchase Resolution). An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

The general mandate granted pursuant to the Repurchase Resolution shall be exercisable during the period from the passing of the Repurchase Resolution until whichever is the earliest of:—

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands or the Articles of Association to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

### 3. GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the Annual General Meeting two ordinary resolutions (namely ordinary resolutions as referred to in items 5 and 6 of the notice of Annual General Meeting) respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution (i.e. 151,019,311 Shares based on the total number of issued Shares of 755,096,557 as at the Latest Practicable Date and assuming that such total number of the issued Shares remains the same as at the date of passing the ordinary resolution) and adding to such general mandate so granted to the Directors any Shares representing the total number of issued Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution.

The general mandate to allot, issue and deal with Shares shall be exercisable during the period from the passing of the ordinary resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands or the Articles of Association to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

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## LETTER FROM THE BOARD

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#### 4. RE-ELECTION OF RETIRING DIRECTOR

The Board currently consists of eleven Directors, namely Mr. SZE Man Bok, Mr. WU Huolu, Mr. WU Sichuan and Mr. WU Yinhang as non-executive Directors, Mr. HUI Ching Lau, Mr. WONG Wai Leung and Mr. WU Wenxu as executive Directors and Mr. CAI Meng, Mr. CHAN Yiu Fai Youdey, Mr. NG Swee Leng and Mr. Paul Marin THEIL as independent non-executive Directors (the “INED(s)”).

Pursuant to article 16.18 of the Articles of Association, Mr. WU Sichuan, Mr. WU Wenxu, Mr. CAI Meng and Mr. NG Swee Leng shall retire by rotation at the Annual General Meeting. The Company has received notifications from Mr. WU Sichuan, Mr. CAI Meng and Mr. NG Swee Leng that they shall not offer themselves for re-election. Therefore, only Mr. WU Wenxu, being eligible, will offer himself for re-election at the Annual General Meeting. Details of retiring Director proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

Following the retirement of Mr. CAI Meng and Mr. NG Swee Leng as INEDs at the conclusion of the Annual General Meeting, the number of INEDs required under Rule 3.10 and 3.10A of the Listing Rules will fall below three and less than one-third of the Board. The number of members of audit committee and remuneration committee of the Company will also fall below three as required under Rule 3.21 of the Listing Rules for audit committee and the terms of reference of both committees. The Board will seek to identify and appoint new INED(s) and the above committees members as soon as practicable on the date of annual general meeting or thereafter for compliance with the above requirement. The Company will make further announcement as and when appropriate.

With the recommendation of the nomination committee of the Company, the Board has proposed that the above retiring Director, namely, Mr. WU Wenxu, stands for re-election as Director at the Annual General Meeting.

#### 5. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20 March 2024 in relation to, among others, the Proposed Amendments.

The Board proposes to amend the Existing Memorandum and Articles of Association for the purposes of, among others, (i) updating and bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which have come into effect on 31 December 2023; and (ii) better aligning the Existing Memorandum and Articles of Association to the requirements of the Listing Rules and the applicable laws of the Cayman Islands.

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## LETTER FROM THE BOARD

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Details of the Proposed Amendments (marked-up against the Existing Memorandum and Articles of Association) are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments to the Existing Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The Company has been advised by its legal advisers that the Proposed Amendments conform to the requirements of the Listing Rules and do not violate the laws of the Cayman Islands, respectively.

The Board proposes to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to adopt the New Memorandum and Articles of Association. The proposed adoption of the New Memorandum and Articles of Association is subject to the passing of a special resolution by the Shareholders in the Annual General Meeting.

### 6. ANNUAL GENERAL MEETING

On pages 16 to 20 of this circular, you will find a notice convening the Annual General Meeting at which, among other business, the following resolutions will be proposed:—

- an ordinary resolution to re-elect retiring Director;
- an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase on the Stock Exchange Shares representing up to 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution;
- an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to issue, allot and deal with Shares with an aggregate number of shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution;
- an ordinary resolution to extend the general mandate which will be granted to the Directors to issue, allot and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate; and
- a special resolution to approve the Proposed Amendments and adoption of the New Memorandum and Articles of Association in substitution for the Existing Memorandum and Articles of Association.

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting of the Company must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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### 8. ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Wednesday, 15 May 2024 at 3:30 p.m., Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not prevent Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting if they so wish.

The register of members of the Company will be closed from Monday, 13 May 2024 to Friday, 17 May 2024 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 10 May 2024.

### 9. RECOMMENDATION

The Directors believe that the proposals, the re-election of retiring Director and the Proposed Amendments and adoption of the New Memorandum and Articles of Association referred to in this circular are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions as set out in the notice of Annual General Meeting.

By Order of the Board  
**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**HUI Ching Lau**  
*Chairman and Executive Director*

This appendix serves as an explanatory statement, as required by the Share Buy-back Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 755,096,557 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 75,509,655 Shares, representing not more than 10% of the total number of issued Shares as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Directors will only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

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

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2023	1.58	1.32
April 2023	1.38	1.05
May 2023	1.14	0.94
June 2023	1.15	1.01
July 2023	1.15	0.90
August 2023	1.06	0.93
September 2023	0.94	0.78
October 2023	0.91	0.60
November 2023	0.95	0.72
December 2023	0.82	0.70
January 2024	0.79	0.72
February 2024	0.84	0.73
March 2024 (from 1 March 2024 up to the Latest Practicable Date)	0.81	0.64

#### 5. DIRECTORS STATEMENTS AND CONNECTED PERSONS

The Directors will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the Repurchase Proposal has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

**6. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, 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. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Sure Wonder Limited, a company wholly owned by Mr. HUI Ching Lau (an executive Director of the Company), held 423,906,219 Shares (representing approximately 56.14% of the issued Shares). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Proposal, then (if the present shareholdings otherwise remained the same) the shareholding of Sure Wonder Limited in the Company would be increased to approximately 62.38% of the issued Shares. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal and the Directors have no present intention to exercise the power to repurchase shares pursuant to the Repurchase Proposal to such extent that an obligation to make a mandatory offer under the Takeover Code may arise. In addition, the Company will not repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the particulars of the retiring Director proposed to be re-elected at the Annual General Meeting to be held on 17 May 2024:—*

**MR. WU WENXU**

**Mr. Wu Wenxu**, aged 52, was appointed as an executive Director on 8 December 2020 and the chief executive officer of the Group on 6 May 2021. Prior to Mr. Wu's appointment as the chief executive officer of the Group, he was the vice president of the Group responsible for managing and overseeing overall production activities and the management of the Group's supply chain, production facilities and equipment. He joined the Group in June 1993 and has rich experience in production and manufacturing, technological innovation and quality control.

Mr. Wu has entered into a service contract with the Company for a term expiring on 7 July 2025, which may be terminated by not less than one month's notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$60,000 per annum, pursuant to his service contract. He is also entitled to a fixed annual salary of RMB700,000 plus discretionary bonus. When reviewing and determining the specific remuneration packages for the Directors, the Company has taken into consideration factors such as their individual performance, qualification, experience and seniority, salaries paid by comparable companies, time commitment and responsibilities of each persons, employment elsewhere in the Group and desirability of performance-based remuneration.

Save as disclosed above, at the Latest Practicable Date, Mr. Wu did not hold any other directorship in the listed public companies in Hong Kong or overseas during the past three years nor have any relationship with any other directors, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Wu had interested in 210,000 share options of the Company. Save as disclosed above, Mr. Wu did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu has confirmed that there are no other matters that need to be brought to the attention to the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

Set out below the Proposed Amendments to the Existing Memorandum and Articles of Association of the Company:

<b>Article No.</b>	<b>Proposed amendments (showing changes to the Existing Memorandum and Articles of Association)</b>
<b>2</b>	<b>Interpretation</b>
	<u>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</u>
<b>6</b>	<b>Calls on Shares</b>
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the <u>Company’s Website or the Exchange’s website</u> , or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.
<b>28</b>	<b>Accounts</b>
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, <del>and to obtaining all necessary consents, if any, required thereunder,</del> the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.

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**Notice**

30.1

Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member ~~either personally or by~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);
- (c) ~~by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;~~
- (d) by placing it on the Company's Website and the Exchange's website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

30.4

~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) ~~30.5~~ Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;

30.6

~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

- (c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and



- (e) ~~30.7~~ Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
- 30.8 ~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~
- 30.5 ~~30.9~~ A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
- 30.6 ~~30.10~~ Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
- 30.7 ~~30.11~~ Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
- 30.8 ~~30.12~~ The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

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## NOTICE OF ANNUAL GENERAL MEETING

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# Qinqin Foodstuffs Group (Cayman) Company Limited

## 親親食品集團(開曼)股份有限公司

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

**(Stock Code: 1583)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Qinqin Foodstuffs Group (Cayman) Company Limited (the “**Company**”) will be held at Room 1, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 17 May 2024 at 3:30 p.m. for the following purposes:—

1. To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2023.
2.
  - (a) To re-elect Mr WU Wenxu as an executive director of the Company.
  - (b) To authorise the board of directors of the Company to fix the remuneration of all the directors.
3. To re-appoint Baker Tilly Hong Kong Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:—

### ORDINARY RESOLUTION

“**THAT:** —

- (a) subject to paragraph (b) 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 HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares as at the date of passing this resolution and provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
  - (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of: —
    - (i) the conclusion of the next annual general meeting of the Company; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
5. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:—

### ORDINARY RESOLUTION

“**THAT:** —

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; (iii) pursuant to an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; or (iv) any specific authority, shall not exceed 20% of the total number of issued shares as at the date of passing this Resolution, and provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of: —
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:—

### ORDINARY RESOLUTION

“**THAT** subject to the passing of the Resolutions in items 4 and 5 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution in item 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution in item 4 of the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing the said Resolution in item 4 of the notice convening this meeting (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares into a smaller or larger number of shares after passing of this Resolution).”

7. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:—

### SPECIAL RESOLUTION

“**THAT:**

- (a) The proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 3 April 2024 be and are approved;
- (b) the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains the Proposed Amendments and a copy of which has been produced to this meeting and initialed by the chairman of the meeting for the purpose of identification) be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) any director or registered office provider of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he or she shall, in his or her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands.”

By Order of the Board  
**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**HUI Ching Lau**  
*Chairman and Executive Director*

Hong Kong, 3 April 2024

*Notes:—*

1. The annual general meeting will be held in a form of physical meeting. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more proxy(ies) to attend and vote in his/her/its stead. A proxy need not be a member of the Company. In order to be valid, the proxy form must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting (i.e. Wednesday, 15 May 2024 at 3:30 p.m. Hong Kong time) or adjourned meeting.
2. Completion and delivery of the proxy form will not preclude members from attending and voting in person at the annual general meeting or any adjourned meeting if they so wish.
3. In the case of joint holders of shares in the Company, the vote of the more senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members.
4. The register of members will be closed from 13 May 2024 to 17 May 2024, both days inclusive, during which no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by no later than 4:30 p.m. on 10 May 2024.
5. With regard to item 2 in this notice, the board of directors of the Company proposes that the retiring director be re-elected as director of the Company. Details of the retiring director are set out in the Appendix II of the circular to shareholders of the Company dated 3 April 2024.
6. If a typhoon signal no. 8 or above is hoisted, “extreme conditions” caused by a super typhoon or a black rainstorm warning signal is/are in force at or at any time after 1:00 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.irasia.com/listco/hk/qinqin](http://www.irasia.com/listco/hk/qinqin)) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled while an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.