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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS AND THE RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE AND PROPOSED CHANGE OF SUPERVISORS

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS AND THE RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE

This announcement is made by Chongqing Hongjiu Fruit Co., Limited (the “**Company**”) in accordance with Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

In order to further improve the standards of governance and streamline the governance structure of the Company, in accordance with the requirements of the Listing Rules and the Company Law of the People's Republic of China and taking into account of the actual conditions of the Company, the board of directors of the Company (the “**Board**” or “**Board of Directors**”) intends to make amendments (the “**Amendments**”) to certain articles of the Articles of Association of Chongqing Hongjiu Fruit Co., Limited (the “**Articles of Association**”), the Rules of Procedure of the Board of Directors of Chongqing Hongjiu Fruit Co., Limited (the “**Rules of Procedure of the Board of Directors**”) and the Rules of Procedure of the Supervisory Committee of Chongqing Hongjiu Fruit Co., Limited (the “**Rules of Procedure of the Supervisory Committee**”). For details of the amendments, please see the appendix.

The Amendments are still subject to consideration and approval by way of a special resolution at the extraordinary general meeting of the Company (the “**EGM**”). The Board agrees to submit a proposal to the EGM to authorize the Board, which may delegate such authority to the Board's authorized persons, to modify the articles in relation to the Amendments to the Articles of Association, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee in accordance with the provisions of domestic and overseas laws, regulations and other normative documents, as well as the requirements and recommendations of the relevant domestic and overseas regulatory authorities and stock exchanges where the Company is listed, and to handle the relevant business registration and filing procedures for the amended Articles of Association on behalf of the Company. The existing Articles of Association, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee will remain in effect until the Amendments are approved at the EGM.

II. RESIGNATION OF SUPERVISORS

The Board hereby announces that Mr. Wu Di (“**Mr. Wu**”) and Mr. Huang Hua (“**Mr. Huang**”), the non-employee representative supervisors of the Company, and Mr. Chen Xiangzeng (“**Mr. Chen**”), an employee representative supervisor of the Company, resigned as supervisors of the Company (the “**Supervisor(s)**”) due to their personal work adjustments, among which, the resignation of Mr. Wu and Mr. Chen will take effect from April 17, 2024, and the resignation of Mr. Huang will take effect upon the consideration and approval of the election of new non-employee representative Supervisor by way of an ordinary resolution at the EGM. Mr. Huang and Mr. Chen will hold other positions in the Company after resigning as Supervisors.

Mr. Wu, Mr. Huang and Mr. Chen have respectively confirmed that each of them has no disagreement with the Board in any aspects and there is no matter in relation to each of their resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange.

The Company and the supervisory committee of the Company (the “**Supervisory Committee**”) would like to take this opportunity to express their sincere gratitude to Mr. Wu, Mr. Huang and Mr. Chen for their positive contribution to the development of the Company during their term of office.

III. PROPOSED APPOINTMENT OF A SUPERVISOR

The Board is pleased to announce that in order to ensure the normal operation of the Supervisory Committee, the Supervisory Committee intends to nominate Mr. Huang Hua, the current director of the legal affairs center of the Company, as a candidate for non-employee representative Supervisor, for a term of office commencing from the date of the consideration and approval by way of an ordinary resolution at the EGM until the expiration of the term of the fourth session of the Supervisory Committee.

The biographical details of Mr. Huang Hua as required to be disclosed by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are as follows:

Mr. Huang Hua, aged 38, is the director of the legal affairs center of the Company. Mr. Huang Hua joined the Company as a legal specialist in December 2017, and served as the legal manager of the Company from April 2018 to June 2020, the deputy legal director of the Company from July 2020 to November 2022, and the director of the legal affairs center of the Company since December 2022. Prior to joining the Company, Mr. Huang Hua worked at Chongqing Xinyi Financing Guarantee Co., Ltd. (重慶新億融資擔保有限公司) as the legal manager of the risk management department from August 2014 to September 2016, and at Chongqing Tongsheng Investment Guarantee Co., Ltd. (重慶通盛投資擔保有限公司) as the legal manager of the asset management department from October 2016 to October 2017.

Mr. Huang Hua obtained a master's degree in law from Chongqing University of Posts and Telecommunications in June 2015.

The Company will enter into a service contract with Mr. Huang Hua upon his appointment as a non-employee representative Supervisor. His term of office shall commence from the date of the consideration and approval at the EGM until the expiration of the term of the fourth session of the Supervisory Committee, and he is eligible for re-election upon the expiration of his term of office. Mr. Huang Hua will not be entitled to any remuneration as a Supervisor, but will receive an annual salary (together with a discretionary bonus to be determined based on his performance during the relevant period) as the director of the legal affairs center of the Company, which is determined by the Board having regard to the scale of the Company's operations and the remuneration for similar positions in the market.

Save as disclosed in this announcement, Mr. Huang Hua confirms that he did not hold directorship in any listed company, the securities of which are listed on any securities market either in Hong Kong or overseas in the past three years; he does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company, nor does he hold any position in the Company or any of its subsidiaries; he does not have any interest in the shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance); he has no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and does not participate and has never participated in matters that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; nor has he participated in other matters that need to be brought to the attention of the Shareholders.

A circular containing, among other things, the proposed amendments to the Articles of Association, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee and the proposed appointment of a supervisor, together with the notice of the extraordinary general meeting, will be published on the websites of the Company and the Stock Exchange in due course.

IV. CONTINUED SUSPENSION OF TRADING

Trading in the H shares of the Company on the Stock Exchange was halted with effect from 1:28 p.m. on Wednesday, March 20, 2024 and will continue to be suspended, pending the publication of the Annual Results.

The Shareholders and potential investors should exercise caution when dealing in the H shares or other securities 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
April 17, 2024

As at the date of this announcement, 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, and Ms. Xu Kemei, Mr. Peng Song and Mr. An Rui as independent non-executive Directors.

Appendix:

Comparison Table of the Amendments to the Articles of Association:

Existing Articles	Amended Articles
CHAPTER 5 BOARD OF DIRECTORS	
<p>Article 110 The Board of Directors shall be composed of 12 directors and shall have one chairman and one deputy chairman (as required). At least one-third of members of the Board of the Company shall be independent non-executive Directors (hereinafter referred to as “Independent Director(s)”), and the total numbers shall not fewer than 3, including at least one member must has appropriate accounting or relevant financial management expertise, and satisfies the requirements with Rule 3.10(2) of the Hong Kong Listing Rules.</p> <p>The aforementioned Independent Directors refer to the Directors who hold no position in the Company other than the position of the Director and have no relationship with the Company and its major shareholder(s) that may prevent them from making objective and independent judgment.</p> <p>For Independent Directors rules which are not stipulated in the Articles of Association, shall be subject to relevant laws, regulations and relevant provisions of the listing rules of the stock exchange on which the Company’s shares are listed.</p>	<p>Article 110 The Board of Directors shall be composed of 9 directors and shall have one chairman and one deputy chairman (as required). At least one-third of members of the Board of the Company shall be independent non-executive Directors (hereinafter referred to as “Independent Director(s)”), and the total numbers shall not fewer than 3, including at least one member must has appropriate accounting or relevant financial management expertise, and satisfies the requirements with Rule 3.10(2) of the Hong Kong Listing Rules.</p> <p>The aforementioned Independent Directors refer to the Directors who hold no position in the Company other than the position of the Director and have no relationship with the Company and its major shareholder(s) that may prevent them from making objective and independent judgment.</p> <p>For Independent Directors rules which are not stipulated in the Articles of Association, shall be subject to relevant laws, regulations and relevant provisions of the listing rules of the stock exchange on which the Company’s shares are listed.</p>

Existing Articles	Amended Articles
CHAPTER 8 SUPERVISORY COMMITTEE	
<p>Article 153 The Company shall establish a Supervisory Committee. The Supervisory Committee consists of five members.</p> <p>The Supervisory Committee shall have a chairman, which shall be appointed or dismissed by the votes of two thirds (two thirds inclusive) or more of the members of the Supervisory Committee. The chairman of Supervisory Committee shall convene and preside over the meeting of Supervisory Committee; if the chairman of the Supervisory Committee cannot or doesn't fulfill his/her duties, a supervisor shall be jointly elected by over half of supervisors to convene and preside over the meeting of Supervisory Committee.</p> <p>The supervisory committee shall be composed of 3 shareholder representative supervisors and 2 employee representative supervisors. The shareholder representative supervisors shall be elected and dismissed by the general meeting. The employee representatives of the supervisory committee shall be elected at the employee representatives' meeting, employee meeting or otherwise democratically.</p>	<p>Article 153 The Company shall establish a Supervisory Committee. The Supervisory Committee consists of three members.</p> <p>The Supervisory Committee shall have a chairman, which shall be appointed or dismissed by the votes of two thirds (two thirds inclusive) or more of the members of the Supervisory Committee. The chairman of Supervisory Committee shall convene and preside over the meeting of Supervisory Committee; if the chairman of the Supervisory Committee cannot or doesn't fulfill his/her duties, a supervisor shall be jointly elected by over half of supervisors to convene and preside over the meeting of Supervisory Committee.</p> <p>The supervisory committee shall be composed of 2 shareholder representative supervisors and 1 employee representative supervisors. The shareholder representative supervisors shall be elected and dismissed by the general meeting. The employee representatives of the supervisory committee shall be elected at the employee representatives' meeting, employee meeting or otherwise democratically.</p>

Comparison Table of the Amendments to the Rules of Procedure of the Board of Directors:

Existing Articles	Amended Articles
CHAPTER 2 COMPOSITION OF THE BOARD OF DIRECTORS AND TERM OF OFFICE OF DIRECTORS	
<p>Article 6 The Board of Directors of the Company shall be composed of twelve Directors and shall have one chairman. The Board of Directors shall comprise executive directors, non-executive directors, and independent non-executive directors (“Independent Directors”).</p> <p>An Independent Director defined in the preceding paragraph refers to a director who holds no position in the Company other than the position of director and does not have any relationship which could impair his or her ability to make independent and objective judgments under the securities regulatory rules of the place where the Company’s shares are listed. The number of Independent Directors shall not be less than one-third of the number of the members of the Board of Directors, and shall not be less than three, of whom at least one Independent Director must have appropriate professional qualifications or appropriate accounting or related financial management expertise. And at least one Independent Director must be ordinarily resident in Hong Kong.</p>	<p>Article 6 The Board of Directors of the Company shall be composed of nine Directors and shall have one chairman. The Board of Directors shall comprise executive directors, non-executive directors, and independent non-executive directors (“Independent Directors”).</p> <p>An Independent Director defined in the preceding paragraph refers to a director who holds no position in the Company other than the position of director and does not have any relationship which could impair his or her ability to make independent and objective judgments under the securities regulatory rules of the place where the Company’s shares are listed. The number of Independent Directors shall not be less than one-third of the number of the members of the Board of Directors, and shall not be less than three, of whom at least one Independent Director must have appropriate professional qualifications or appropriate accounting or related financial management expertise. And at least one Independent Director must be ordinarily resident in Hong Kong.</p>

Existing Articles	Amended Articles
<p>Article 9 A director may resign before the expiration of his or her term of office. A director resigning shall submit his or her written resignation letter to the Board of Directors. The resignation of a director shall take effect upon the resignation letter is delivered to the Board of Directors, except in the following circumstances:</p> <p>(I) the resignation of a director would result in the members of the Board of Directors of the Company falling below the statutory minimum number;</p> <p>(II) the resignation of an Independent Director would result in the number of Independent Directors falling below one-third of the number of the members of the Board of Directors or being less than three;</p> <p>(III) the resignation of an Independent Director would result in the Board of Directors not having any Independent Director with appropriate professional qualifications or appropriate accounting or related financial management expertise; or</p> <p>(IV) the resignation of a director would result in there being no director who is ordinarily resident in Hong Kong.</p> <p>In the above circumstances, the resignation letter shall not take effect until a new director has been appointed to fill the vacancy created by the resignation. Before the resignation letter takes effect, the original director shall continue to perform his or her duties as a director in accordance with the provisions of the laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>In the event of the circumstance in the first paragraph, the Company shall complete the election of a new director within two months.</p>	<p>Article 9 A director may resign before the expiration of his or her term of office. A director resigning shall submit his or her written resignation letter to the Board of Directors. The resignation of a director shall take effect upon the resignation letter is delivered to the Board of Directors, except in the following circumstances:</p> <p>(I) the resignation of a director would result in the members of the Board of Directors of the Company falling below the statutory minimum number;</p> <p>(II) the resignation of an Independent Director would result in the number of Independent Directors falling below one-third of the number of the members of the Board of Directors or being less than three;</p> <p>(III) the resignation of an Independent Director would result in the Board of Directors not having any Independent Director with appropriate professional qualifications or appropriate accounting or related financial management expertise.</p> <p>In the above circumstances, the resignation letter shall not take effect until a new director has been appointed to fill the vacancy created by the resignation. Before the resignation letter takes effect, the original director shall continue to perform his or her duties as a director in accordance with the provisions of the laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>In the event of the circumstance in the first paragraph, the Company shall complete the election of a new director within two months.</p>

Comparison Table of the Amendments to the Rules of Procedure of the Supervisory Committee:

Existing Articles	Amended Articles
CHAPTER 2 COMPOSITION AND DUTIES AND POWERS OF THE SUPERVISORY COMMITTEE	
<p>Article 2 The Company shall establish a Supervisory Committee. The Supervisory Committee consists of five members, including shareholder representatives and an appropriate proportion of employee representatives, with employee representatives accounting for no less than one-third of the total number of supervisors. The term of office for a supervisor shall be three years for each session and renewable upon re-election.</p> <p>The Supervisory Committee shall have one chairman, who shall be elected by the votes of two-thirds or more of the members of the Supervisory Committee. The chairman of Supervisory Committee shall convene and preside over the meetings of Supervisory Committee; if the chairman of the Supervisory Committee cannot or doesn't fulfill his or her duties, a supervisor shall be jointly elected by over half of supervisors to convene and preside over the meetings of Supervisory Committee.</p>	<p>Article 2 The Company shall establish a Supervisory Committee. The Supervisory Committee consists of three members, including shareholder representatives and an appropriate proportion of employee representatives, with employee representatives accounting for no less than one-third of the total number of supervisors. The term of office for a supervisor shall be three years for each session and renewable upon re-election.</p> <p>The Supervisory Committee shall have one chairman, who shall be elected by the votes of two-thirds or more of the members of the Supervisory Committee. The chairman of Supervisory Committee shall convene and preside over the meetings of Supervisory Committee; if the chairman of the Supervisory Committee cannot or doesn't fulfill his or her duties, a supervisor shall be jointly elected by over half of supervisors to convene and preside over the meetings of Supervisory Committee.</p>