
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)

CHANGE OF AUDITORS FOR THE YEAR OF 2023
ESTIMATION OF THE 2024 ORDINARY RELATED PARTY
TRANSACTIONS OF THE COMPANY
2024 FINANCING PLAN OF FINANCIAL INSTITUTIONS
OF THE COMPANY
PROPOSED APPOINTMENT OF SUPERVISOR
EXPECTED INCREASE IN THE AMOUNT OF EXTERNAL GUARANTEES
OF THE COMPANY
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE SUPERVISORY COMMITTEE
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

The EGM will be held at 10:00 a.m. on Friday, May 17, 2024 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC. A notice of the EGM is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM carefully and to complete the enclosed proxy form(s) in accordance with the instructions printed thereon and return the same 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 holding the EGM or any adjourned meeting(s) thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM or any adjourned meeting(s) thereof in person if you so wish.

April 25, 2024

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DEFINITIONS

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

“Audit Committee”	audit committee of the Company
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“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-up in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, May 17, 2024 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC
“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)

DEFINITIONS

“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
“Latest Practicable Date”	April 24, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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

Independent Non-executive Directors:

Ms. Xu Kemei
Mr. Peng Song
Mr. An Rui

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

April 25, 2024

To the H Shareholders

Dear Sir or Madam,

**CHANGE OF AUDITORS FOR THE YEAR OF 2023
ESTIMATION OF THE 2024 ORDINARY RELATED PARTY
TRANSACTIONS OF THE COMPANY
2024 FINANCING PLAN OF FINANCIAL INSTITUTIONS
OF THE COMPANY
PROPOSED APPOINTMENT OF SUPERVISOR
EXPECTED INCREASE IN THE AMOUNT OF EXTERNAL GUARANTEES
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FOR THE BOARD
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE SUPERVISORY COMMITTEE
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM, 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 resolution to be proposed at the EGM.

2. PROPOSALS TO BE CONSIDERED AT THE EGM

The proposals to be presented for consideration and approval at the EGM include the following ordinary resolutions: (1) the resolution on change of auditors for the year of 2023; (2) the resolution on the estimation of the 2024 ordinary related party transactions of the Company; (3) the resolution on the 2024 financing plan of financial institutions of the Company; and (4) the resolution on the proposed appointment of supervisor.

The proposals to be presented for consideration and approval at the EGM include the following special resolutions: (5) the resolution on the expected increase in the amount of external guarantees of the Company; (6) the resolution on the proposed amendments to the Articles of Association; (7) the resolution on the proposed amendments to the Rules of Procedure for the Board; and (8) the resolution on the proposed amendments to the Rules of Procedure for the Supervisory Committee.

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

3. THE EGM

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

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM 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 not later than 24 hours before the time appointed for convening the EGM or any adjourned meetings thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM 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 EGM, the H Share register of members of the Company will be closed from Monday, May 13, 2024 to Friday, May 17, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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, May 10, 2024.

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 EGM 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 EGM.

6. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor of the proposed resolution 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 2024 FIRST EXTRAORDINARY 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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 first extraordinary general meeting (“EGM”) of Chongqing Hongjiu Fruit Co., Limited (the “Company”) will be held at 10:00 a.m. on Friday, May 17, 2024 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 resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on change of auditors for the year of 2023
2. To consider and approve the resolution on the estimation of the 2024 ordinary related party transactions of the Company
3. To consider and approve the resolution on the 2024 financing plan of financial institutions of the Company
4. To consider and approve the resolution on the proposed appointment of supervisor

SPECIAL RESOLUTIONS

5. To consider and approve the resolution on the expected increase in the amount of external guarantees of the Company
6. To consider and approve the resolution on the proposed amendments to the Articles of Association
7. To consider and approve the resolution on the proposed amendments to the Rules of Procedure for the Board of Directors

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

8. To consider and approve the resolution on the proposed amendments to the Rules of Procedure for the Supervisory Committee

By order of the Board
Chongqing Hongjiu Fruit Co., Limited
Deng Hongjiu
Chairman of the Board and Executive Director

Chongqing, the PRC
April 25, 2024

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, and Ms. Xu Kemei, Mr. Peng Song and Mr. An Rui as independent non-executive Directors.

NOTICE OF 2024 FIRST EXTRAORDINARY 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 resolution proposed at the EGM 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 EGM.

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

For the purpose of determining the H shareholders' entitlement to attend the EGM, the H share register of members of the Company will be closed from Monday, May 13, 2024 to Friday, May 17, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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, May 10, 2024. H shareholders of the Company whose names appear on the register of members of the Company on May 13, 2024 are entitled to attend the EGM.

A shareholder or his/her proxy should present proof of identity when attending the EGM. 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 EGM by providing a copy of the resolution 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 EGM 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/her 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 EGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM 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 EGM 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.

ORDINARY RESOLUTIONS

I. TO CONSIDER AND APPROVE THE RESOLUTION ON CHANGE OF AUDITORS FOR THE YEAR OF 2023

The Company had been in an amicable discussion with KPMG for a timetable in respect of the audit of the Company's consolidated financial statements for the year ended December 31, 2023. However, without the Requested Information (as defined below) and the outcome of the independent investigation, KPMG is unable to provide an estimated timetable nor determine the nature, timing and extent of additional procedures that are further required to complete the audit. Accordingly, the Board of the Company hereby announces that, upon the request of the Board, KPMG has resigned as the auditor of the Company (the "Auditor"), with effect from April 16, 2024.

According to KPMG's resignation letter dated April 16, 2024 (the "**Resignation Letter**"), KPMG has indicated that:

- During the course of the audit of the Company's consolidated financial statements for the year ended December 31, 2023, KPMG identified certain areas requiring further explanations and/or supporting documents (the "**Requested Information**"). These were set out in a letter addressed to the Board and the Audit Committee (the "**Letter**") which related to arrangements on certain prepayments and detailed working capital forecast in relation to the going concern assessment, details of which were included in the announcements of the Company dated March 19 and March 28, 2024 (the "Announcements"). As of April 16, 2024, the Company's management has not provided KPMG with the Requested Information.
- Further to the Letter, an independent investigation committee has been established to address the matters identified, but an independent investigation consultant has not yet been engaged as of April 16, 2024. The investigation has therefore not commenced.
- Accordingly, KPMG was unable to proceed further with its audit nor commit to any timetable for its completion. The matters set out in the Letter, including any others that may come to light either as a result of further audit procedures performed or from the independent investigation, remained outstanding as at the date of KPMG's resignation.

Up to and until the date of the Latest Practicable Date and save as disclosed above, the Company has not received any other confirmation from KPMG notifying the Company of any matters in connection with its resignation as the Auditor that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee have confirmed that, save as disclosed above, they are not aware of any matters in relation to the resignation of KPMG as the Auditor that need to be brought to the attention of the Shareholders.

To ensure that the auditing of the Company for 2023 can be completed as soon as possible, and the 2023 annual results announcement and 2023 annual report can be published as early as possible, the Company intends to, in accordance with the Main Board Listing Rules of the Hong Kong Stock Exchange, the Company Law of People's Republic of China and the Articles of Association and other requirements, appoint ZHONGHUI ANDA CPA Limited (“ZHONGHUI ANDA”) as the auditor of the Company for 2023 according to the recommendations of the Audit Committee under the Board of the Company, which shall be responsible for the 2023 financial report and the internal control and audit, and propose the general meeting to authorize the management of the Company to negotiate and confirm the relevant auditing expenses with auditors according to the actual situations of the Company and the fair pricing principles in the market. The term of office of ZHONGHUI ANDA shall commence from this resolution being considered and approved at the general meeting to the conclusion of the next annual general meeting of the Company.

II. TO CONSIDER AND APPROVE THE RESOLUTION ON THE ESTIMATION OF THE 2024 ORDINARY RELATED PARTY TRANSACTIONS OF THE COMPANY

Due to the needs of business expansion and operation and management, the Company conducted 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 and other related parties in respect of products purchases and sales (durian, longan and mangosteen from Thailand, dragon fruit from Vietnam and cherry from Chile, etc.), purchases and sales of domestic fruits and wholesales market and other fruits supply chain services and platform services. It is expected that the total amount of the above ordinary related party transactions in 2024 will not exceed RMB4.0 billion, and the pricing of such transactions all are fair market price. The aforesaid ordinary related party transactions do not constitute connected transactions under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. However, pursuant to relevant requirements of PRC laws, the resolution on the estimation of the 2024 ordinary related party transactions of the Company is subject to the approval of the shareholders of the Company on the extraordinary general meeting.

Alibaba (China) Network Technology Co., Ltd., a Shareholder of the Company, will abstain from voting on the resolution on the estimation of the 2024 ordinary related party transactions of the Company.

III. TO CONSIDER AND APPROVE THE RESOLUTION ON THE 2024 FINANCING PLAN OF FINANCIAL INSTITUTIONS OF THE COMPANY

The Company adopted the 2024 financing plan from financial institutions to satisfy the business development requirements and further enhance the comprehensive capability of the Company, details of which are as follows:

1. The financing amount expected to be obtained from banks and other financial institutions will be no more than RMB5 billion (the “**Financing Limit**”) from the date of this plan being considered and approved at the EGM to the date of the 2024 annual 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 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 within 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 Ms. Tan Bo, an executive Director and the secretary to the Board of the Company or any one of the executive Directors 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.

IV. TO CONSIDER AND APPROVE THE RESOLUTION ON THE PROPOSED APPOINTMENT OF 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 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 circular, 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.

SPECIAL RESOLUTIONS**V. TO CONSIDER AND APPROVE THE RESOLUTION ON THE EXPECTED INCREASE IN THE AMOUNT OF EXTERNAL GUARANTEES OF THE COMPANY**

In order to meet the strategic development and operating requirements of the Company and its subsidiaries within the scope of the consolidated statements and enhance the decision-making efficiency of the Company, the Board of the Company proposes for the Shareholders to approve to authorize the management of the Company to decide on the provision of guarantees by the Company and its subsidiaries within the scope of the consolidated statements to each other and between the above-mentioned subsidiaries within the amount of no more than RMB5 billion (or then equivalent foreign currency) and to adjust actual guarantee amount and guarantee methods in due course according to the negotiations with all cooperative financial institutions and other institutions, and to sign relevant business contracts and other legal documents. The actual guarantee amount, term and method shall be subject to the contracts signed with relevant institutions. Such authorization shall be valid from the date of this resolution being considered and approved at the Extraordinary General Meeting of the Company to the date of the 2024 annual 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.

VI. TO CONSIDER AND APPROVE THE RESOLUTION ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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. For details of the amendments, please see the Appendix II.

VII. TO CONSIDER AND APPROVE THE RESOLUTION ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

In light of the amendments to the Articles of Association, the Board also proposes to amend correspondingly the certain provisions of the Rules of Procedure of the Board of Directors of Chongqing Hongjiu Fruit Co., Limited. Please refer to Appendix II for details.

VIII. TO CONSIDER AND APPROVE THE RESOLUTION ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

In light of the amendments to the Articles of Association, the Board also proposes to amend correspondingly the certain provisions of the Rules of Procedure of the Supervisory Committee of Chongqing Hongjiu Fruit Co., Limited. Please refer to Appendix II for details.

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.

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR THE BOARD AND THE
RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

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>

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR THE BOARD AND THE
RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

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>

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR THE BOARD AND THE
RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

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>

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR THE BOARD AND THE
RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

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>(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>

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR THE BOARD AND THE
RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

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>