

五谷磨房

Natural Food International Holding Limited 五谷磨房食品國際控股有限公司

(Registered by way of continuation in the Cayman Islands with limited liability)

(Stock Code: 1837)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We (Name) _____ (See note 1)

of (Address) _____ (See note 1)

being the registered holder(s) of _____ (see Note 2) ordinary shares of US\$0.00001 each in the capital of

Natural Food International Holding Limited (the "Company") hereby appoint (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (see Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at 7th Floor, West Tower, Baidu International Building, No. 8 Haitan 1st Road, Binhai Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Friday, 31 May 2024 at 10:00 a.m. and at any adjournment thereof or on any resolution or motion which is properly proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 4) in respect of the under-mentioned resolutions:

ORDINARY RESOLUTIONS		FOR (see note 4)	AGAINST (see note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and independent auditors of the Company for the year ended 31 December 2023.		
2.	To re-elect the following Directors: (a) Ms. TSE Cheung On Anne as a non-executive Director. (b) Mr. WANG Duo as a non-executive Director. (c) Mr. HU Peng as an independent non-executive Director. (d) Mr. OUYANG Liangyi as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors for the year ending 31 December 2024.		
4.	To re-appoint Ernst & Young as the independent auditors of the Company and authorise the Board to fix their remuneration.		
5.	(A) To grant a general mandate to the Directors to allot, issue and otherwise deal with the additional shares not exceeding 20% of the total number of issued shares of the Company. (Ordinary Resolution No. 5(A) set out in the notice of Annual General Meeting). (B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company. (Ordinary Resolution No. 5(B) set out in the notice of Annual General Meeting). (C) To extend the general mandate granted to the Directors pursuant to ordinary resolution no. 5(A) to issue additional shares in the capital of the Company by adding to the number of issued shares of the Company repurchased under ordinary resolution no. 5(B). (Ordinary Resolution No. 5(C) set out in the notice of Annual General Meeting).		
6.	To distribute a final dividend of RMB0.0323 (equivalent to approximately HK\$0.0356, payable in HKD) per ordinary share for the year ended 31 December 2023 to be paid out of the contributed surplus account of the Company as ascertained in accordance with Cayman Islands Companies Act, as amended from time to time.		

Dated this _____ day of _____ 2024

Signature(s) _____ (see Note 5 and 6)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member of the Company may appoint more than one proxy of his/her own choice if the member is the holder of two or more shares. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. A proxy needs not be a member of the Company but must attend the AGM in person to represent you. If more than one proxy is appointed, the original form of proxy may be photocopied for use. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the meeting. If you wish to vote part of your shares for and part of your shares against the relevant resolution, please insert the number of shares in the relevant box.
- The form of proxy must be signed by the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, this form of proxy must be either under its common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from subsequently attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy shall be deemed to have been revoked.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A member of the Company or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate member appoints its representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that member appointing such representative to attend the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Company's branch share registrar in Hong Kong) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.