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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 to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sichuan Baicha Baidao Industrial Co., Ltd., you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Sichuan Baicha Baidao Industrial Co., Ltd.**

**四川百茶百道實業股份有限公司**

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

**(Stock Code: 2555)**

**REPORT OF THE BOARD OF DIRECTORS FOR 2023  
REPORT OF THE SUPERVISORY COMMITTEE FOR 2023  
FINAL ACCOUNTS REPORT FOR 2023  
PROFIT DISTRIBUTION PLAN FOR 2023  
RE-APPOINTMENT OF AUDITOR FOR 2024  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

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The AGM of the Company will be held at the Conference Room of the Company, Jiayu Financial Technology Center, No. 166 Mingdu Road, Wuhou District, Chengdu, Sichuan, the PRC at 2:00 p.m. on Tuesday, June 25, 2024. A letter from the Board is set out on pages 3 to 10 of this circular. A notice of the 2023 Annual General Meeting is set out on pages 29 to 31 of this circular.

If you intend to appoint a proxy to attend the AGM, you shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. H Shareholders shall return the form of proxy to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

\* All times and dates in this circular refer to Hong Kong local times and dates.

June 4, 2024

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2023 annual general meeting of the Company to be held at the Conference Room of the Company, Jiayu Financial Technology Center, No. 166 Mingdu Road, Wuhou District, Chengdu, Sichuan, the PRC at 2:00 p.m. on Tuesday, June 25, 2024, or any adjournment thereof, the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China
“Company Law”	the Company Law of the People’s Republic of China
“Deloitte”	Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of our Company with a nominal value of RMB0.1 each, which are subscribed for and traded in HK dollars and are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“our Company” or “Company”	Sichuan Baicha Baidao Industrial Co., Ltd. (四川百茶百道實業股份有限公司), a joint stock company incorporated under the laws of PRC with limited liability on December 31, 2020, the H Shares of which are listed on the Hong Kong Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB0.1 each
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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LETTER FROM THE BOARD

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**Sichuan Baicha Baidao Industrial Co., Ltd.**

**四川百茶百道實業股份有限公司**

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

**(Stock Code: 2555)**

**Board of Directors:**

*Executive Directors:*

Mr. Wang Xiaokun  
Mr. Wang Hongxue  
Ms. Dai Li  
Mr. Chen Keyuan

*Non-executive Director:*

Dr. Chen Da

*Independent non-executive Directors:*

Mr. Yeung Chi Tat  
Dr. Tang Yong  
Ms. Cheng Li

**Registered Office:**

No. 201, Building 1  
No. 12 South Tuanjie Road  
Qingbaijiang District  
Chengdu, Sichuan  
PRC

**Headquarters and Principal Place of  
Business in the PRC:**

10/F, Unit 1, Building 1, Jiayu Financial  
Technology Center  
No. 166 Mingdu Road  
Wuhou District  
Chengdu, Sichuan  
PRC

**Principal Place of Business  
in Hong Kong:**

46/F, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

June 4, 2024

*To the Shareholders*

Dear Sir or Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR 2023  
REPORT OF THE SUPERVISORY COMMITTEE FOR 2023  
FINAL ACCOUNTS REPORT FOR 2023  
PROFIT DISTRIBUTION PLAN FOR 2023  
RE-APPOINTMENT OF AUDITOR FOR 2024  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2023 Annual General Meeting and the information reasonably necessary to enable you to make informed decisions on voting in respect of the following resolutions to be proposed at the AGM:

#### **1. Report of the Board of Directors for 2023**

The Report of the Board of Directors for 2023 has been considered and approved at the tenth meeting of the second session of the Board of Directors of the Company, and is proposed as an ordinary resolution to be considered and approved at the AGM.

The details of the Report of the Board of Directors for 2023 are set out in Annex I to this circular.

#### **2. Report of the Supervisory Committee for 2023**

The Report of the Supervisory Committee for 2023 has been considered and approved at the second meeting of the second session of the Supervisory Committee of the Company, and is proposed as an ordinary resolution to be considered and approved at the AGM.

The details of the Report of the Supervisory Committee for 2023 are set out in Annex II to this circular.

#### **3. Final Accounts Report for 2023**

The Company prepared the financial statements of 2023 and the notes thereof, and engaged Deloitte to audit the financial statements of the Company as of December 31, 2023. Based on Hong Kong Standard on Investment Circular Reporting Engagements 200 “Accountants’ Reports on Historical Financial Information in Investment Circulars”, Deloitte issued the Accountants’ Report on Historical Financial Information to the Directors of Sichuan Baicha Baidao Industrial Co., Ltd. and China International Capital Corporation Hong Kong Securities Limited (“**Accountants’ Report**”), which the Company will use as the Final Accounts Report for 2023. For details of the Accountants’ Report, please refer to Appendix I to the prospectus published by the Company on the website of HKEXnews of the Hong Kong Stock Exchange in connection with the Hong Kong public offering on April 15, 2024.

The Final Accounts Report for 2023 has been considered and approved at the tenth meeting of the second session of the Board of Directors of the Company, and is proposed as an ordinary resolution to be considered and approved at the AGM.

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## LETTER FROM THE BOARD

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### 4. Profit Distribution Plan for 2023

According to Deloitte's audit results, the Group realized a net profit of RMB1,150,780,000 in 2023, after the allocation of 10% of its profit to statutory common reserve and profit distribution, the profit available for distribution by the Group at the end of 2023 amounted to RMB454,217,000.

Pursuant to the Company's profit distribution policy, it is proposed that, based on the total share capital of 1,477,634,250 Shares after the listing and offering of the Company's H Shares, a cash dividend of RMB0.28 (tax inclusive) per Share for 2023 be distributed to all Shareholders, of which H Shareholders holding the Company's H Shares pursuant to the H Share Full Circulation carried out by the Company shall be paid in RMB; other H Shareholders shall be paid in Hong Kong dollars. The exchange rate of HK\$ will be calculated based on the average benchmark exchange rate of RMB to HK\$ as announced by the People's Bank of China for three business days before and including the date on which the AGM is held. The Company will distribute a total cash dividend of RMB413,737,590, accounting for 36.3% of the consolidated net profit attributable to the owners of the parent company (RMB1,139,211,000) in 2023.

If the total share capital of the Company changes before the share registration date for the implementation of the equity distribution, the Company intends to maintain the distribution amount per share unchanged and adjust the total distribution amount accordingly.

### Withholding and Payment of Tax on Dividend Income for Shareholders

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Taxation Administration on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) and other relevant laws and regulations and regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the 2023 annual dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the countries (regions) in which the individual holders of H Shares are domiciled and the PRC and the tax arrangements between mainland China and Hong Kong (or Macao). In this regard, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on the dividend for the individual holders of H Shares:

- For individual holders of H Shares who are Hong Kong or Macao residents or whose country (region) of domicile is a country (region) that has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend.

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## LETTER FROM THE BOARD

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- For individual holders of H Shares whose country (region) of domicile is a country (region) that has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. Any individual holder whose name appears on the H Share register of members of the Company and who wishes that the requirements of the Announcement of the State Taxation Administration on Promulgating the Administration Measures for the Treatments Claimed by Non-resident Taxpayer under Tax Treaties (Announcement No. 35 [2019] of the State Taxation Administration) (《國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35號)) apply to him, shall submit the relevant materials specified in the Announcement No. 35 [2019] of the State Taxation Administration to Computershare Hong Kong Investor Services Limited within the stipulated period, which shall be submitted by the Company to the applicable tax authorities for approval, and then excess portions of the tax amounts withheld can be refunded.
- For individual holders of H Shares whose country (region) of domicile is a country (region) that has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate specified in the relevant tax treaty in the distribution of the dividend.
- For individual holders of H Shares whose country (region) of domicile is a country (region) that has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) that has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual holders of H Shares in the distribution of the dividend.

For holders of H Shares who fail to submit the relevant supporting documents within the aforesaid stipulated period, if they need to apply for a tax refund after completion of this dividend distribution, they need to go through the relevant procedures on their own or by attorney with the competent tax authorities of the Company in accordance with the tax regulations and relevant provisions of the PRC. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.



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## LETTER FROM THE BOARD

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For non-resident enterprise holders of H Shares, the Company will withhold and pay enterprise income tax at the tax rate of 10% for such holders of H Shares pursuant to the Notice of the State Taxation Administration on Issues Relating to Withholding of Enterprise Income Tax by PRC Resident Enterprises on Dividends Paid to Overseas Non-PRC Resident Enterprise Shareholders of H Shares (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)).

The above tax rates and arrangements for tax withholding and payment are subject to further adjustment pursuant to the tax treaties between the PRC and relevant jurisdictions, the tax laws and regulations of mainland China and the specific policy requirements of tax authorities at that time.

It is also proposed that the AGM authorize the Board of Directors to implement the relevant matters of the profit distribution and that the Board of Directors further grant such authorization to the chairman of the Board of the Company to be responsible for the specific implementation, and the matters related to tax withholding and payment under the relevant laws, regulations and the requirement of regulatory authorities.

The Profit Distribution Plan for 2023 has been considered and approved at the tenth meeting of the second session of the Board of Directors of the Company, and is proposed as an ordinary resolution to be considered and approved at the AGM.

### **5. Re-appointment of Auditor for 2024**

Pursuant to the Company Law, the Securities Law and the requirements of the Listing Rules, and according to the provisions of the Articles of Association, the Company shall appoint an accounting firm to audit the annual financial reports and issue corresponding audit reports, and express an audit opinion on the effectiveness of the internal control of the financial reports.

Deloitte, in the course of providing reporting accountant service for the Company, diligently fulfilled its duties, adhered to the independent, objective and fair practice standards, and completed the relevant audit and reporting accountant work on time. As considered by the audit committee of the Board of the Company, the Company intends to re-appoint Deloitte as the financial statement and the internal control auditor of the Company for 2024 for a term of one year commencing from the conclusion of the AGM and ending at the conclusion of the next annual general meeting.

The Board also proposed to be granted the authorization at the AGM to determine the audit fees for 2024 after negotiation with Deloitte based on the amount and the market price level of audit work for 2024.

The re-appointment of auditor for 2024 has been considered and approved at the tenth meeting of the second session of the Board of Directors of the Company, and is proposed as an ordinary resolution to be considered and approved at the AGM.

## LETTER FROM THE BOARD

### 6. Amendments to the Articles of Association

Pursuant to the Company Law, the Securities Law and other relevant laws, regulations and normative documents, and in accordance with requirements of the Listing Rules and with reference to the actual situation of the Company, the Company proposed to amend certain articles of the Articles of Association, and details of the amendments are as follows:

No.	Before amendments	After amendments
<b>Article 3</b>	The Company completed the filing procedures with the China Securities Regulatory Commission (the “CSRC”) on December 20, 2023, and upon approval by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the Company initially issued to the public 147,763,400 overseas listed foreign shares, <b>and a total of 169,927,800 overseas listed foreign shares will be in issue if the Over-allotment Option (representing 15% of overseas listed foreign shares initially offered) is fully exercised.</b> The shares issued were listed on the Hong Kong Stock Exchange on April 23, 2024.	The Company completed the filing procedures with the China Securities Regulatory Commission (the “CSRC”) on December 20, 2023, and upon approval by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the Company initially issued to the public 147,763,400 overseas listed foreign shares which were listed on the Hong Kong Stock Exchange on April 23, 2024.
<b>Article 5</b>	The Company’s domicile: <b>No. 201, Building 1, No. 12 South Tuanjie Road,</b> Qingbaijiang District, Chengdu, Sichuan. Postal code: <b>610399.</b>	The Company’s domicile: <b>No. 1, 1/F, Building 1, No. 55 Liangshi Road, Mimou Town,</b> Qingbaijiang District, Chengdu, Sichuan. Postal code: <b>610305.</b>
<b>Article 7</b>	The Company is a joint stock company with limited liability with perpetual existence.	The Company is a <b>foreign</b> joint stock company ( <b>listed</b> ) with limited liability with perpetual existence.

## LETTER FROM THE BOARD

No.	Before amendments	After amendments
<b>Article 20</b>	<p>The total number of shares of the Company immediately prior to the issuance of overseas listed foreign shares (the “Issuance of H Shares”) were 1,329,870,850 shares, all of which were ordinary shares.</p> <p>Following the Issuance of H Shares <b>and prior to the exercise of the over-allotment option</b>, the total share capital of the Company was 1,477,634,250 shares, all of which are ordinary shares. <b>If the over-allotment option is exercised in full, the total share capital of the Company is 1,499,798,650 shares, all of which are ordinary shares.</b></p>	<p>The total number of shares of the Company immediately prior to the issuance of overseas listed foreign shares (the “Issuance of H Shares”) were 1,329,870,850 shares, all of which were ordinary shares.</p> <p>Following the Issuance of H Shares, the total share capital of the Company was 1,477,634,250 shares, all of which are ordinary shares.</p>

The amendments to the Articles of Association have been considered and approved at the tenth meeting of the second session of the Board of Directors of the Company, and are proposed as a special resolution to be considered and approved at the AGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, June 20, 2024 to Tuesday, June 25, 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who intend to attend the AGM, all share certificates and the relevant transfer documents must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, June 19, 2024. H Shareholders whose names appear on the register of members of the Company on Tuesday, June 25, 2024 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Wednesday, July 3, 2024 to Friday, July 5, 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who wish to be eligible to receive the proposed cash dividend, all share certificates and the relevant transfer documents must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, July 2, 2024. H Shareholders whose names appear on the register of members of the Company on Friday, July 5, 2024 will be entitled to the dividend (subject to approval by the Shareholders at the AGM). The annual dividend for 2023 is expected to be distributed to H Shareholders on Thursday, August 1, 2024.

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## LETTER FROM THE BOARD

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### VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM must be taken by poll. Therefore the chairman of the meeting will demand a poll on each resolution put to vote at the AGM.

On a poll, every Shareholder present in person or by proxy shall have one vote for each Share registered in his/her name in the register of members. According to Article 79 of the Articles of Association, on a poll taken at the meeting, a Shareholder (including proxy(ies)) having two or more votes need not cast all his/her votes in the same way.

### RECOMMENDATION

The Board is of the view that all resolutions set out above are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

**Sichuan Baicha Baidao Industrial Co., Ltd.**

**Mr. WANG Xiaokun**

*Executive Director and Chairman of the Board*

### Report of the Board of Directors for 2023

In 2023, the Board of Sichuan Baicha Baidao Industrial Co., Ltd. has discharged its duties conferred by the general meeting in strict compliance with the relevant provisions including the Company Law, the Securities Law and the Articles of Association, to diligently and responsibly carry out various tasks for promoting steady growth of the business of the Company.

#### I. WORK OF THE BOARD OF DIRECTORS FOR 2023

In 2023, the Company held a total of 10 Board meetings. All the matters submitted to the Board for consideration were approved without any objections or abstentions raised by the Directors. The convening and holding of such meetings complied with statutory procedures, while decisions on material operations were made in accordance with relevant review procedures as required, and were legal and valid. The meetings were held as follows:

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
February 7, 2023	The extraordinary meeting of the first session of the Board of Directors	1. The Profit Distribution Plan	Approved
March 22, 2023	The extraordinary meeting of the first session of the Board of Directors	1. The Profit Distribution Plan	Approved
April 19, 2023	The extraordinary meeting of the first session of the Board of Directors	1. The Resolution on the Proposed Capital Increase of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於四川百茶百道實業股份有限公司擬增資的議案》) 2. The Resolution on Amendments to the Articles of Association of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於修訂<四川百茶百道實業股份有限公司章程>的議案》)	Approved
April 22, 2023	The extraordinary meeting of the first session of the Board of Directors	1. The Profit Distribution Plan	Approved
May 22, 2023	The first meeting of the second session of the Board of Directors	1. To approve the election of Wang Xiaokun as the chairman of the Board of the Company (namely legal representative) 2. To approve the appointment of Wang Xiaokun as the manager of the Company	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
June 19, 2023	The second meeting of the second session of the Board of Directors	<ol style="list-style-type: none"> <li>1. The Resolution on the Waiver from Advance Notice Period (《關於豁免提前通知期限的議案》)</li> <li>2. The Resolution on Increasing the Registered Capital of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於四川百茶百道實業股份有限公司增加註冊資本的議案》)</li> <li>3. The Resolution on Requesting the Existing Shareholders of the Company to Waiver the Pre-emptive Rights for the Increased Registered Capital (《關於提請公司現有股東對於新增註冊資本放棄優先認購權的議案》)</li> <li>4. The Resolution on Amendments to the Articles of Association of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於修訂&lt;四川百茶百道實業股份有限公司章程&gt;的議案》)</li> </ol>	Approved
June 26, 2023	The third meeting of the second session of the Board of Directors	<ol style="list-style-type: none"> <li>1. The Resolution on the Implementation of the Employee Share Incentive Scheme (《關於實施員工股權激勵計劃的議案》)</li> <li>2. The Resolution on Increasing the Registered Capital of the Company and Amendments to the Articles of Association for the Implementation of the Employee Share Incentive Scheme (《關於為實施員工股權激勵計劃增加公司註冊資本及修訂公司章程的議案》)</li> <li>3. The Resolution on Requesting the Existing Shareholders of the Company to Waiver the Pre-emptive Rights for the Increased Registered Capital (《關於提請公司現有股東對於新增註冊資本放棄優先認購權的議案》)</li> </ol>	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
August 4, 2023	The fourth meeting of the second session of the Board of Directors	<ol style="list-style-type: none"> <li>1. The Resolution on the Public Issuance of Shares (H Shares) Overseas and the Listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (《關於公司於境外公開發行股票(H股)並在香港聯合交易所有限公司主板上市的議案》)</li> <li>2. The Resolution on the Plan for the Public Issuance of Shares (H Shares) Overseas and the Listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (《關於公司於境外公開發行股票(H股)並在香港聯合交易所有限公司主板上市方案的議案》)</li> <li>3. The Resolution on Applying for Full Circulation of Shares Held by Shareholders of the Company (《關於公司股東所持股份申請全流通的議案》)</li> <li>4. The Resolution on the Conversion of the Company into an Overseas Joint Stock Limited Company (《關於公司轉為境外募集股份有限公司的議案》)</li> <li>5. The Resolution on the Plan for the Use of Proceeds from the Company's Public Issuance of H Shares Overseas (《關於公司境外公開發行H股募集資金使用計劃的議案》)</li> <li>6. The Resolution on the Validity Period of the Resolution in respect of the Public Issuance of H Shares Overseas and the Listing of the Company (《關於公司境外公開發行H股並上市決議有效期的議案》)</li> <li>7. The Resolution on Authorizing the Board and its Authorized Persons to Handle Matters in Relation to the Public Issuance and Listing of H Shares Overseas with Full Discretion (《關於授權董事會及其獲授權人士全權處理與本次境外公開發行H股並上市有關事項的議案》)</li> <li>8. The Resolution on the Grant of a General Mandate to the Board to Issue and Repurchase Shares (《關於對董事會作出發行股份及回購股份一般性授權的議案》)</li> </ol>	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		<p>9. The Resolution on the Distribution Methods of Accumulated Profits Prior to the Public Issuance of H Shares Overseas (《關於境外公開發行H股前滾存利潤分配方式的議案》)</p> <p>10. The Resolution on Amendments to the Articles of Association Currently in Force (《關於修改現行有效的&lt;公司章程&gt;的議案》)</p> <p>11. The Resolution on the Formulation of the Articles of Association Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;公司章程&gt;的議案》)</p> <p>12. The Resolution on the Formulation of the Rules of Procedures for the General Meetings Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;股東大會議事規則&gt;的議案》)</p> <p>13. The Resolution on the Formulation of the Rules of Procedures of the Board Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;董事會議事規則&gt;的議案》)</p> <p>14. The Resolution on the Formulation of the Working Rules of the Secretary to the Board Applicable after the Issuance of H Shares (《關於制定H股發行後適用&lt;董事會秘書工作細則&gt;的議案》)</p> <p>15. The Resolution on the Formulation of the Working Rules of the General Manager Applicable after the Issuance of H Shares (《關於制定H股發行後適用&lt;總經理工作細則&gt;的議案》)</p> <p>16. The Resolution on the Formulation of the Confidentiality and Archives Management System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司保密和檔案管理工作制度&gt;的議案》)</p>	



Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		<p>17. The Resolution on the Formulation of the Anti-money Laundering, Anti-terrorist Financing and Anti-fraud Management System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司反洗錢、反恐怖融資及反欺詐管理制度&gt;的議案》)</p> <p>18. The Resolution on the Formulation of a Code of Conduct Regarding Securities Transactions by Directors of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司董事證券買賣守則&gt;的議案》)</p> <p>19. The Resolution on the Formulation of the External Investment Management System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司對外投資管理制度&gt;的議案》)</p> <p>20. The Resolution on the Formulation of the Information Disclosure Management System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司對外信息發佈管理制度&gt;的議案》)</p> <p>21. The Resolution on the Formulation of the Connected Transaction Management and Decision-making System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司關連交易管理及決策制度&gt;的議案》)</p> <p>22. The Resolution on the Formulation of the Administrative Measures for Conflict of Interest of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司利益衝突管理辦法&gt;的議案》)</p> <p>23. The Resolution on the Formulation of the Internal Information Reporting and Decision-making System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司內部信息通報及決策制度&gt;的議案》)</p>	

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		<p>24. The Resolution on the Formulation of the Guidelines on the Management and Disclosure of Inside Information of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司內幕消息管理及披露指引&gt;的議案》)</p> <p>25. The Resolution on the Formulation of the Information Disclosure Management System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司信息披露管理制度&gt;的議案》)</p> <p>26. The Resolution on the Recognition of Directors' Type (《關於確認董事類型的議案》)</p> <p>27. The Resolution on the Proposed Nomination of Additional Candidates for Independent Directors of the Company (《關於提請提名增選公司獨立董事候選人的議案》)</p> <p>28. The Resolution on the Appointment of Senior Management of the Company (《關於聘任公司高級管理人員的議案》)</p> <p>29. The Resolution on the Establishment of Special Committees of the Board of the Company and the Formulation of Relevant Work Rules (《關於設立公司董事會各專門委員會及制定相關工作制度的議案》)</p> <p>30. The Resolution on the Approval for the Company to Register as a Non-Hong Kong Company and the Appointment of Authorised Representatives as Required under the Companies Ordinance (《關於同意公司進行非香港公司註冊並委任&lt;公司條例&gt;要求的授權代表的議案》)</p> <p>31. The Resolution on the Appointment of Company Secretary and Authorised Representative (《關於聘任公司秘書及授權代表等職位的議案》)</p>	

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		<p>32. The Resolution on the Purchase of Liability Insurance for the Directors, Supervisors and Senior Management (《關於購買董事、監事及高級管理人員責任保險的議案》)</p> <p>33. The Resolution on the Company's Engagement of an Auditor for the Listing (《關於公司聘請上市審計機構的議案》)</p> <p>34. The Resolution on the Application of the E-Submission System to the Hong Kong Stock Exchange (《關於向香港聯交所作出電子呈交系統(E-Submission System)申請的議案》)</p> <p>35. The Resolution on the Proposed Convening of the Eighth Extraordinary General Meeting of the Company for 2023 and the Proposed Waiver of the Notice Period of the General Meeting (《關於提請召開公司2023年第八次臨時股東大會並提請豁免股東大會通知期的議案》)</p> <p>36. The Resolution on the Waiver from Advance Notice of the Fourth Meeting of the Second Session of the Board of Directors of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於豁免提前通知召開四川百茶百道實業股份有限公司第二屆董事會第四次會議的議案》)</p>	
September 15, 2023	The fifth meeting of the second session of the Board of Directors	1. The Resolution on the Increase Investment in Subsidiaries by the Company (《關於公司向子公司增加投資的議案》)	Approved
October 16, 2023	The sixth meeting of the second session of the Board of Directors	<p>1. The Resolution on the Establishment of an Offshore Investment Platform (《關於設立境外投資平台的議案》)</p> <p>2. The Resolution on the Establishment of a Domestic Investment Platform (《關於設立境內投資平台的議案》)</p>	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		3. The Resolution on the Investment in Packaging Materials Groups (《關於投資包材集團的議案》) 4. The Resolution on the Distribution of Profits of the Company as of July 31, 2023 (《關於公司截止2023年7月31日利潤分配的議案》) 5. The Resolution on the Proposed Convening of the Ninth Extraordinary General Meeting for 2023 and the Proposed Waiver of the Notice Period of the General Meeting (《關於提請召開2023年第九次臨時股東大會並提請豁免股東大會通知期的議案》)	

## II. EXECUTION OF RESOLUTIONS PASSED AT GENERAL MEETINGS BY THE BOARD

In 2023, the Company held a total of 9 general meetings, and valid resolutions were formed. In accordance with the Company Law and other relevant laws and regulations and the requirements of the Articles of Association, the Board of the Company conscientiously and strictly implemented the resolutions approved at the general meetings.

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
February 14, 2023	The first extraordinary general meeting of 2023	1. The Profit Distribution Plan	Approved
March 27, 2023	The second extraordinary general meeting of 2023	1. The Profit Distribution Plan	Approved
April 25, 2023	The third extraordinary general meeting of 2023	1. The Profit Distribution Plan	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
May 5, 2023	The fourth extraordinary general meeting of 2023	<ol style="list-style-type: none"> <li>1. The Resolution on the Proposed Capital Increase of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於四川百茶百道實業股份有限公司擬增資的議案》)</li> <li>2. The Resolution on Amendments to the Articles of Association of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於修訂&lt;四川百茶百道實業股份有限公司章程&gt;的議案》)</li> </ol>	Approved
May 22, 2023	The fifth extraordinary general meeting of 2023	<ol style="list-style-type: none"> <li>1. The Resolution on Increasing the Registered Capital of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於四川百茶百道實業股份有限公司增加註冊資本的議案》)</li> <li>2. The Resolution on Requesting the Existing Shareholders of the Company to Waiver the Pre-emptive Rights for the Increased Registered Capital (《關於提請公司現有股東對於新增註冊資本放棄優先認購權的議案》)</li> <li>3. The Resolution on the Nomination of Directors of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於提名四川百茶百道實業股份有限公司董事的議案》)</li> <li>4. The Resolution on Amendments to the Articles of Association of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於修訂&lt;四川百茶百道實業股份有限公司章程&gt;的議案》)</li> </ol>	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
June 19, 2023	The sixth extraordinary general meeting of 2023	<ol style="list-style-type: none"> <li>1. The Resolution on the Waiver from Advance Notice Period (《關於豁免提前通知期限的議案》)</li> <li>2. The Resolution on Increasing the Registered Capital of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於四川百茶百道實業股份有限公司增加註冊資本的議案》)</li> <li>3. The Resolution on Requesting the Existing Shareholders of the Company to Waiver the Pre-emptive Rights for the Increased Registered Capital (《關於提請公司現有股東對於新增註冊資本放棄優先認購權的議案》)</li> <li>4. The Resolution on Amendments to the Articles of Association of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於修訂&lt;四川百茶百道實業股份有限公司章程&gt;的議案》)</li> </ol>	Approved
June 27, 2023	The seventh extraordinary general meeting of 2023	<ol style="list-style-type: none"> <li>1. The Resolution on the Waiver from Advance Notice Period (《關於豁免提前通知期限的議案》)</li> <li>2. The Resolution on the Implementation of the Employee Share Incentive Scheme (《關於實施員工股權激勵計劃的議案》)</li> <li>3. The Resolution on Increasing the Registered Capital of the Company and Amendments to the Articles of Association for the Implementation of the Employee Share Incentive Scheme (《關於為實施員工股權激勵計劃增加公司註冊資本及修訂公司章程的議案》)</li> <li>4. The Resolution on Requesting the Existing Shareholders of the Company to Waiver the Pre-emptive Rights for the Increased Registered Capital (《關於提請公司現有股東對於新增註冊資本放棄優先認購權的議案》)</li> </ol>	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
August 7, 2023	The eighth extraordinary general meeting of 2023	<ol style="list-style-type: none"> <li>1. The Resolution on the Public Issuance of Shares (H Shares) Overseas and the Listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (《關於公司於境外公開發行股票(H股)並在香港聯合交易所有限公司主板上市的議案》)</li> <li>2. The Resolution on the Plan for the Public Issuance of Shares (H Shares) Overseas and the Listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (《關於公司於境外公開發行股票(H股)並在香港聯合交易所有限公司主板上市方案的議案》)</li> <li>3. The Resolution on Applying for Full Circulation of Shares Held by Shareholders of the Company (《關於公司股東所持股份申請全流通的議案》)</li> <li>4. The Resolution on the Conversion of the Company into an Overseas Joint Stock Limited Company (《關於公司轉為境外募集股份有限公司的議案》)</li> </ol>	Approved

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		<p>5. The Resolution on the Plan for the Use of Proceeds from the Company's Public Issuance of H Shares Overseas (《關於公司境外公開發行H股募集資金使用計劃的議案》)</p> <p>6. The Resolution on the Validity Period of the Resolution in respect of the Public Issuance of H Shares Overseas and the Listing of the Company (《關於公司境外公開發行H股並上市決議有效期的議案》)</p> <p>7. The Resolution on Authorizing the Board and its Authorized Persons to Handle Matters in Relation to the Public Issuance and Listing of H Shares Overseas with Full Discretion (《關於授權董事會及其獲授權人士全權處理與本次境外公開發行H股並上市有關事項的議案》)</p> <p>8. The Resolution on the Grant of a General Mandate to the Board to Issue and Repurchase Shares (《關於對董事會作出發行股份及回購股份一般性授權的議案》)</p> <p>9. The Resolution on the Distribution Methods of Accumulated Profits Prior to the Public Issuance of H Shares Overseas (《關於境外公開發行H股前滾存利潤分配方式的議案》)</p> <p>10. The Resolution on Amendments to the Articles of Association Currently in Force (《關於修改現行有效的&lt;公司章程&gt;的議案》)</p> <p>11. The Resolution on the Formulation of the Articles of Association Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;公司章程&gt;的議案》)</p> <p>12. The Resolution on the Formulation of the Rules of Procedures for the General Meetings Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;股東大會議事規則&gt;的議案》)</p>	



Convening time	Sessions of meetings	Matters considered	Status of the resolutions
		<p>13. The Resolution on the Formulation of the Rules of Procedures of the Board Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;董事會議事規則&gt;的議案》)</p> <p>14. The Resolution on the Formulation of the Rules of Procedures of the Supervisory Committee Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;監事會議事規則&gt;的議案》)</p> <p>15. The Resolution on the Formulation of the Confidentiality and Archives Management System of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於制定&lt;四川百茶百道實業股份有限公司保密和檔案管理工作制度&gt;的議案》)</p> <p>16. The Resolution on the Recognition of Directors' Type (《關於確認董事類型的議案》)</p> <p>17. The Resolution on the Proposed Nomination of Additional Candidates for Independent Directors of the Company (《關於提請提名增選公司獨立董事候選人的議案》)</p> <p>18. The Resolution on the Company's Engagement of an Auditor for the Listing (《關於公司聘請上市審計機構的議案》)</p> <p>19. The Resolution on the Purchase of Liability Insurance for the Directors, Supervisors and Senior Management (《關於購買董事、監事及高級管理人員責任保險的議案》)</p> <p>20. The Resolution on the Waiver of the Notice Period of the Eighth Extraordinary General Meetings for 2023 of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於豁免四川百茶百道實業股份有限公司2023年第八次臨時股東大會通知期的議案》)</p>	

Convening time	Sessions of meetings	Matters considered	Status of the resolutions
October 23, 2023	The ninth extraordinary general meeting of 2023	1. The Resolution on the Distribution of Profits of the Company as of July 31, 2023 (《關於公司截止2023年7月31日利潤分配的議案》) 2. The Resolution on the Waiver of the Notice Period of the Ninth Extraordinary General Meetings for 2023 of Sichuan Baicha Baidao Industrial Co., Ltd. (《關於豁免四川百茶百道實業股份有限公司2023年第九次臨時股東大會通知期的議案》)	Approved

In 2024, the Board of the Company will uphold the principle of being accountable to all Shareholders, implement the resolutions of the general meetings, ensure the steady and orderly development of operation and management, solidly perform the daily work of the Board, and conscientiously perform its duties in a compliant manner, so as to promote the steady and healthy development of the Company.

### Report of the Supervisory Committee for 2023

In 2023, the Supervisory Committee of Sichuan Baicha Baidao Industrial Co., Ltd. legally and independently performed its supervision functions, actively understood and continuously monitored the operating activities, financial condition, major decisions, and the implementation of resolutions of the general meetings and the Board meeting of the Company, and supervised the legal operation of the Company and the performance of duties of Directors and senior management of the Company in accordance with relevant provisions and requirements under the Company Law, the Securities Law and the Articles of Association, to effectively safeguard the legitimate rights and interests of the Company and the Shareholders. The Report of the Supervisory Committee for 2023 is hereby presented as follows:

#### I. WORK OF THE SUPERVISORY COMMITTEE FOR 2023

In 2023, the Supervisory Committee of the Company held a total of 5 meetings. The convening and holding of such meetings complied with statutory procedures, while decisions on material operations were made in accordance with relevant review procedures as required, and were legal and valid. The holding of such meetings is as follows:

Convening time	Sessions of meetings	Matters considered and approved	Status of the resolutions
February 7, 2023	The second meeting of the first session of the Supervisory Committee	1. The Profit Distribution Plan	Approved
March 22, 2023	The third meeting of the first session of the Supervisory Committee	1. The Profit Distribution Plan	Approved
April 22, 2023	The fourth meeting of the first session of the Supervisory Committee	1. The Profit Distribution Plan	Approved

Convening time	Sessions of meetings	Matters considered and approved	Status of the resolutions
August 4, 2023	The fifth meeting of the first session of the Supervisory Committee	<ol style="list-style-type: none"> <li>1. The Resolution on the Public Issuance of Shares (H Shares) Overseas and the Listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (《關於公司於境外公開發行股票(H股)並在香港聯合交易所有限公司主板上市的議案》)</li> <li>2. The Resolution on the Plan for the Public Issuance of Shares (H Shares) Overseas and the Listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (《關於公司於境外公開發行股票(H股)並在香港聯合交易所有限公司主板上市方案的議案》)</li> <li>3. The Resolution on Applying for Full Circulation of Shares Held by Shareholders of the Company (《關於公司股東所持股份申請全流通的議案》)</li> <li>4. The Resolution on the Conversion of the Company into an Overseas Joint Stock Limited Company (《關於公司轉為境外募集股份有限公司的議案》)</li> <li>5. The Resolution on the Plan for the Use of Proceeds from the Company's Public Issuance of H Shares Overseas (《關於公司境外公開發行H股募集資金使用計劃的議案》)</li> <li>6. The Resolution on the Validity Period of the Resolution in respect of the Public Issuance of H Shares Overseas and the Listing of the Company (《關於公司境外公開發行H股並上市決議有效期的議案》)</li> <li>7. The Resolution on the Distribution Methods of Accumulated Profits Prior to the Public Issuance of H Shares Overseas (《關於境外公開發行H股前滾存利潤分配方式的議案》)</li> <li>8. The Resolution on the Formulation of the Rules of Procedures of the Supervisory Committee Applicable after the Issuance of H Shares (《關於制定H股發行後適用的&lt;監事會議事規則&gt;的議案》)</li> <li>9. The Resolution on the Company's Engagement of an Auditor for the Listing (《關於公司聘請上市審計機構的議案》)</li> </ol>	Approved

Convening time	Sessions of meetings	Matters considered and approved	Status of the resolutions
October 16, 2023	The sixth meeting of the first session of the Supervisory Committee	1. The Resolution on the Distribution of Profits of the Company as of July 31, 2023 (《關於公司截止2023年7月31日利潤分配的議案》)	Approved

## II. REVIEW OPINIONS ISSUED BY THE SUPERVISORY COMMITTEE ON RELEVANT MATTERS OF THE COMPANY FOR 2023

In 2023, the Supervisory Committee of the Company effectively performed its duties, supervised and inspected the legal operation, the financial condition and other matters of the Company mainly in accordance with relevant laws, regulations, normative documents and the Articles of Association. Based on the inspection results, review opinions on relevant matters of the Company for 2023 are issued as follows:

### (I) Legal operation of the Company

In 2023, the Supervisory Committee attended the Board meetings and the general meetings of the Company, and participated in the discussion of decisions on major operations of the Company, to supervise and inspect the decision-making procedures, resolutions, the implementation of the general meeting resolutions by the Board, and the performance of duties by the Directors and senior management of the Company. The Supervisory Committee is of the view that all the resolutions formed by the Board and decision-making procedures of the Company comply with relevant laws, regulations, normative documents and the Articles of Association, and are legal and valid. Directors and senior management of the Company are able to carry out the work in accordance with relevant laws, regulations, normative documents and the Articles of Association. The Company attaches importance to system construction and continuously improves internal control and management system to enhance its standardized operation and management level.

### (II) Inspection of financial condition of the Company

The Supervisory Committee inspected and supervised the financial condition, financial management and results of operations of the Company for 2023. The Supervisory Committee is of the view that the Company has a sound financial system, a standardized financial operation and a healthy financial condition. All regular reports for 2023 are able to give a true and objective picture of the financial condition and results of operations of the Company.

### (III) Connected transactions

In 2023, there was no circumstance that the Company's profit was manipulated through connected transactions, and there was no circumstance that the interests of the Company and other Shareholders were prejudiced.

**(IV) External guarantee**

In 2023, there were no illegal external guarantees, nor debt restructuring, non-monetary transactions or asset swaps. There was no other circumstance that damaged the interests of the Shareholders of the Company or caused loss of assets of the Company.

**(V) Acquisition and disposal of assets**

The Company did not have any major asset acquisition in 2023.

The Company did not have any major asset disposal in 2023.

**III. WORK PLAN OF THE SUPERVISORY COMMITTEE FOR 2024**

In 2024, the Supervisory Committee of the Company will continue to faithfully perform its duties, further promote the improvement of the corporate governance structure and the standardization of the operation and management of the Company, and establish a good corporate image.

- (I) To supervise the legal operation of the Company by actively promoting the construction and effective operation of the internal control system.
- (II) To examine the financial condition of the Company by regularly checking and reviewing financial reports to supervise the financial condition of the Company.
- (III) To supervise the performance of duties by the Directors and senior management of the Company and maintain the interest and image of the Company.

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## NOTICE OF THE 2023 ANNUAL GENERAL MEETING

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### **Sichuan Baicha Baidao Industrial Co., Ltd.**

### **四川百茶百道實業股份有限公司**

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

**(Stock Code: 2555)**

## NOTICE OF THE 2023 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 annual general meeting (“AGM”) of Sichuan Baicha Baidao Industrial Co., Ltd. (the “**Company**”) will be held at the Conference Room of the Company, Jiayu Financial Technology Center, No. 166 Mingdu Road, Wuhou District, Chengdu, Sichuan, the PRC on Tuesday, June 25, 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **Ordinary Resolutions**

1. Report of the Board of Directors for 2023
2. Report of the Supervisory Committee for 2023
3. Final Accounts Report for 2023
4. Profit Distribution Plan for 2023
5. Re-appointment of Auditor for 2024

#### **Special Resolution**

6. Amendments to the Articles of Association

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, June 20, 2024 to Tuesday, June 25, 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who intend to attend the AGM, all share certificates and the relevant transfer documents must be lodged with the Company's

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## NOTICE OF THE 2023 ANNUAL GENERAL MEETING

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H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, June 19, 2024. H Shareholders whose names appear on the register of members of the Company on Tuesday, June 25, 2024 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Wednesday, July 3, 2024 to Friday, July 5, 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who wish to be eligible to receive the proposed cash dividend, all share certificates and the relevant transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, July 2, 2024. H Shareholders whose names appear on the register of members of the Company on Friday, July 5, 2024 will be entitled to the dividend (subject to approval by the Shareholders at the AGM). The annual dividend for 2023 is expected to be distributed to H Shareholders on Thursday, August 1, 2024.

By order of the Board  
**Sichuan Baicha Baidao Industrial Co., Ltd.**  
**Mr. WANG Xiaokun**  
*Executive Director and Chairman of the Board*

June 4, 2024

*As at the date of this notice, the board of directors of the Company comprises Mr. Wang Xiaokun, Mr. Wang Hongxue, Ms. Dai Li and Mr. Chen Keyuan as executive directors; Dr. Chen Da as non-executive director; and Mr. Yeung Chi Tat, Dr. Tang Yong and Ms. Cheng Li as independent non-executive directors.*



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## NOTICE OF THE 2023 ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. For holders of H Shares, the form of proxy must be lodged with, personally or by post, the Company's H Share Registrar, 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 holding the AGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be invalid.
3. Shareholders shall produce their identification documents when attending the AGM.
4. If a proxy attends the AGM on behalf of a Shareholder, he/she shall produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specify the date of its issuance. If a representative of a corporate Shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
5. The AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own traveling, accommodation and other expenses.
6. For details of the relevant resolutions, please refer to the circular of the Company dated June 4, 2024.
7. References to times and dates of this notice are to Hong Kong times and dates.