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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, 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)**

**PROPOSED APPOINTMENT OF SHAREHOLDERS'  
REPRESENTATIVE SUPERVISOR  
AND  
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

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The EGM will be held at 10:00 a.m. on Wednesday, July 10, 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 7 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.

June 19, 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:*

“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 second extraordinary general meeting of the Company to be held at 10:00 a.m. on Wednesday, July 10, 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)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	June 13, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“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

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LETTER FROM THE BOARD

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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)**

***Executive Directors:***

Mr. Deng Hongjiu (*Chairman*)  
Ms. Jiang Zongying  
Mr. Peng He  
Mr. Yang Junwen  
Ms. Tan Bo

***Registered office:***

509-36 Industry Incubator Building  
Baiyan Group of Chengnan Residential Committee  
Nanbin Town  
Shizhu Tujia Autonomous County  
Chongqing  
PRC

***Independent Non-executive Directors:***

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

***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

June 19, 2024

*To the H Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF SHAREHOLDERS'  
REPRESENTATIVE SUPERVISOR  
AND  
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

**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.

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## LETTER FROM THE BOARD

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### 2. PROPOSAL TO BE CONSIDERED AT THE EGM

The proposal to be presented for consideration and approval at the EGM include the ordinary resolution on the proposed appointment of shareholders' representative supervisor.

In order to enable you to have a better understanding of the above resolution 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 resolution 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.

### 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 Friday, July 5, 2024 to Wednesday, July 10, 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 Thursday, July 4, 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 resolution 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](http://www.hkexnews.hk) and the website of the Company at [www.hjfruit.com](http://www.hjfruit.com) upon the conclusion of the EGM.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Board considers that the resolution set out in the notice of the EGM is 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*

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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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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)**

#### NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2024 second extraordinary general meeting (“EGM”) of Chongqing Hongjiu Fruit Co., Limited (the “Company”) will be held at 10:00 a.m. on Wednesday, July 10, 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 resolution:

#### ORDINARY RESOLUTION

1. To consider and approve the resolution on the proposed appointment of shareholders' representative supervisor of the Company

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

Chongqing, the PRC  
June 19, 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.*



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# NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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*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](http://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 Friday, July 5, 2024 to Wednesday, July 10, 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 Thursday, July 4, 2024. H shareholders of the Company whose names appear on the register of members of the Company on July 10, 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 RESOLUTION

## I. TO CONSIDER AND APPROVE THE RESOLUTION ON THE PROPOSED APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated June 7, 2024 in relation to proposed appointment of shareholders' representative Supervisor. In order to ensure normal operation of the Supervisory Committee, the Supervisory Committee has nominated Mr. Hu Hao ("Mr. Hu") as a candidate for the shareholders' representative Supervisor, with a term commencing from the date of consideration and approval of relevant ordinary resolution at the EGM until the conclusion of the fourth session of the Supervisory Committee.

The biographical details of Mr. Hu as required to be disclosed by Rule 13.51(2) of the Listing Rules are set out below:

Mr. Hu, aged 35, joined the Company in February 2019. From February 2019 to September 2022, he successively served as a supply chain specialist, the supply chain head, a key account deputy manager and key account manager of the Company. Since October 2022, he has served as a key account manager of the supermarket center of the Company. Prior to joining the Company, Mr. Hu worked at Chongqing West International Automobile City Co., Ltd. (重慶西部國際汽車城有限公司) as an audit specialist from May 2011 to May 2012, and at Chongqing Airport Aviation Ground Services Co., Ltd. (重慶空港航空地面服務有限公司) as an international customer service specialist from June 2012 to June 2016.

Mr. Hu graduated from Southwest University with a bachelor's degree in business administration in July 2021.

The Company will enter into a service contract with Mr. Hu after he is appointed as the shareholders' representative Supervisor. His term of office shall commence from the date of consideration and approval of relevant ordinary resolution at the EGM until the conclusion of the fourth session of the Supervisory Committee, and he is eligible for re-election upon the conclusion of his term of office. The remuneration of Mr. Hu as a Supervisor after his appointment will be determined in accordance with the Remuneration Plan for Supervisors (《監事薪酬方案》) of the Company, and will be disclosed in the annual report of the Company. Mr. Hu will receive an annual salary, together with a discretionary bonus to be determined based on his performance during the relevant period, for serving as a key account manager of the supermarket center of the Company (the "Salary"). The Salary is determined by the management of the Company after taking into account the Company's business scale and the salary level of similar positions on the market.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Hu confirms that he did not hold directorship in any public company, the securities of which are listed on any securities market 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. As at the Latest Practicable Date, Mr. Hu does not own any interest in the shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance); there is no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and he 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 of the Company.