

---

## 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**APPLICATION TO  
CHONGQING NO. 5 INTERMEDIATE PEOPLE'S COURT  
FOR RESTRUCTURING AND PRE-RESTRUCTURING OF  
THE COMPANY APPOINTMENT OF  
CHONGQING KUNYUAN HENGTAI LAW FIRM\*  
AS THE PRE-RESTRUCTURING ADMINISTRATOR OF THE COMPANY  
PROPOSED GRANTING OF MANDATES TO THE BOARD  
AND DIRECTOR MS. JIANG ZONGYING  
TO HANDLE THE MATTERS RELATING TO  
THE COMPANY'S RESTRUCTURING AND PRE-RESTRUCTURING  
AND  
NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

---

The EGM will be held at 10:00 a.m. on Thursday, May 15, 2025 at the Conference Room, 24/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 9 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 24, 2025

---

## CONTENTS

---

	<i>Page</i>
Definitions . . . . .	1
Letter from the Board . . . . .	3
Notice of 2025 First Extraordinary General Meeting . . . . .	6
Appendix I — Matters to be considered at the EGM . . . . .	9

---

## DEFINITIONS

---

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

“Articles of Association” or “Articles”	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 2025 first extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, May 15, 2025 at the Conference Room, 24/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”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	April 23, 2025, 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:***

No. 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:***

24/F, Block B  
CREG Fenghui International, Donghu South Road  
Yubei District  
Chongqing  
PRC

***Place of business in Hong Kong:***

Room 2004–6, 20/F  
50 Bonham Strand  
Sheung Wan  
Hong Kong

April 24, 2025

*To the H Shareholders*

Dear Sir or Madam,

**APPLICATION TO  
CHONGQING NO. 5 INTERMEDIATE PEOPLE'S COURT  
FOR RESTRUCTURING AND PRE-RESTRUCTURING OF  
THE COMPANY APPOINTMENT OF  
CHONGQING KUNYUAN HENGTAI LAW FIRM\*  
AS THE PRE-RESTRUCTURING ADMINISTRATOR OF THE COMPANY  
PROPOSED GRANTING OF MANDATES TO THE BOARD  
AND DIRECTOR MS. JIANG ZONGYING  
TO HANDLE THE MATTERS RELATING TO  
THE COMPANY'S RESTRUCTURING AND PRE-RESTRUCTURING  
AND  
NOTICE OF 2025 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 the Company's appointment of Chongqing Kunyuan Hengtai Law Firm\* (重慶坤源衡泰律師事務所) as the Company's pre-restructuring administrator; and (2) to consider and approve the resolution on proposed to the General Meeting of the Company for granting mandates to the Board and Director Ms. Jiang Zongying to handle the matters relating to the Company's restructuring and pre-restructuring.

The proposal to be presented for consideration and approval at the EGM includes the following special resolution: (3) to consider and approve the resolution on the Company's application to Chongqing No. 5 Intermediate People's Court (重慶市第五中級人民法院) for restructuring and pre-restructuring.

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.

---

## 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 12, 2025 to Thursday, May 15, 2025 (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 9, 2025.

### 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 <https://www.hjfruit.com> upon the conclusion of the EGM.

### 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**  
**Jiang Zongying**  
*Executive Director and General Manager*

---

## NOTICE OF 2025 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 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2025 first extraordinary general meeting (“EGM”) of Chongqing Hongjiu Fruit Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, May 15, 2025 at the Conference Room, 24/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 the Company’s appointment of Chongqing Kunyuan Hengtai Law Firm\* as the pre-restructuring administrator of the Company
2. To consider and approve the resolution on proposed to the General Meeting of the Company for granting mandates to the Board and Director Ms. Jiang Zongying to handle the matters relating to the Company’s restructuring and pre-restructuring

#### SPECIAL RESOLUTION

3. To consider and approve the resolution on the Company’s application to Chongqing No. 5 Intermediate People’s Court for restructuring and pre-restructuring

By order of the Board

**Chongqing Hongjiu Fruit Co., Limited**

**Jiang Zongying**

*Executive Director and General Manager*

Chongqing, the PRC

April 24, 2025



---

## NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

---

*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.*

*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 registration date of H share shareholders**

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 12, 2025 to Thursday, May 15, 2025 (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 9, 2025. H shareholders of the Company whose names appear on the register of members of the Company on May 12, 2025 are entitled to attend the EGM.

A shareholder or his/her proxy should present proof of identity when attending the EGM or adjourned meeting(s) thereof. 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 or adjourned meeting(s) thereof 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.

---

## NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

---

- (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.

The details about the aforesaid resolutions proposed for the consideration and approval at the EGM will be set out in the circular of the EGM dated April 24, 2025.

**ORDINARY RESOLUTIONS****I. TO CONSIDER AND APPROVE THE RESOLUTION ON THE COMPANY'S APPOINTMENT OF CHONGQING KUNYUAN HENGTAI LAW FIRM\* AS THE COMPANY'S PRE-RESTRUCTURING ADMINISTRATOR**

Currently, the Company is not capable of settling its debts as they fall due and is apparent that it lacks the capacity to discharge such debts. However, considering that the Company has the corresponding industrial layout and has the value of restructuring, in order to prevent further escalation of debts and to avoid the devaluation and disposition of assets during execution proceedings, as well as to safeguard the legitimate rights and interests of the Company, all creditors, shareholders and employees, the Company proposed to engage Chongqing Kunyuan Hengtai Law Firm as the auxiliary institution of the Company's pre-restructuring to apply to Chongqing No. 5 Intermediate People's Court for pre-restructuring and restructuring, and sign relevant appointment agreements and pay relevant fees according to law.

The board of directors of the Company considered a number of factors, including but not limited to the professional qualifications, relevant experience, resources and capabilities of Chongqing Kunyuan Hengtai Law Firm and its bankruptcy administrator, when considering the proposal to appoint Chongqing Kunyuan Hengtai Law Firm as the pre-restructuring auxiliary organization of the Company.

**II. TO CONSIDER AND APPROVE THE RESOLUTION ON PROPOSED TO THE GENERAL MEETING OF THE COMPANY FOR GRANTING MANDATES TO THE BOARD AND DIRECTOR MS. JIANG ZONGYING TO HANDLE THE MATTERS RELATING TO THE COMPANY'S RESTRUCTURING AND PRE-RESTRUCTURING**

In order to advance restructuring and pre-restructuring processes in an orderly and efficient manner, and to enhance the overall effectiveness of risk mitigation efforts, and in accordance with relevant laws, regulations, normative documents and the Articles of Association, the Company's board of directors proposed to the General Meeting of the Company for granting mandates to the Board and Director Ms. Jiang Zongying to handle the matters relating to the Company's restructuring and pre-restructuring, including but not limited to:

- (1) handle matters relating to application to the Court for restructuring and pre-restructuring in accordance with relevant laws and regulations and based on the actual situation of the Company, and be responsible for the implementation of the aforementioned matters;

- (2) organize and implement matters relating to restructuring and pre-restructuring in accordance with relevant laws and regulations and based on the actual situation of the Company, including but not limited to: preparing materials relating to restructuring and pre-restructuring; recommend pre-restructuring administrator; sign, submit, receive and forward all kinds of legal documents and other documents relating to restructuring and pre-restructuring; respond to inquiries from the Court or other relevant entities regarding restructuring and pre-restructuring matters; participate in hearings organized by the Court and state opinions; handle other matters relating to restructuring and pre-restructuring, etc.

The mandates shall be effective from the date of consideration and approval by the General Meeting of the Company and end on the completion of the implementation of the Company's restructuring plan. The board of directors of the Company proposed to granting mandates to the Director Ms. Jiang Zongying to handle the matters relating to the Company's restructuring and pre-restructuring according to the scope of authorization of the General Meeting.

### **SPECIAL RESOLUTION**

#### **III. TO CONSIDER AND APPROVE THE RESOLUTION ON THE COMPANY'S APPLICATION TO CHONGQING NO. 5 INTERMEDIATE PEOPLE'S COURT FOR RESTRUCTURING AND PRE-RESTRUCTURING**

Currently, the Company is not capable of settling its debts as they fall due and is apparent that it lacks the capacity to discharge such debts. However, considering that the Company has the corresponding industrial layout and has the value of restructuring, in order to prevent further escalation of debts and to avoid the devaluation and disposition of assets during execution proceedings, as well as to safeguard the legitimate rights and interests of the Company, all creditors, shareholders and employees, the Company proposed to apply to Chongqing No. 5 Intermediate People's Court for pre-restructuring and restructuring.

The Company is actively negotiating with creditors during the restructuring and pre-restructuring stages to develop a reasonable debt restructuring plan. Through these negotiations, the Company aims to extend the repayment terms, lower interest rates or suspend interest accrual, or explore options such as debt-to-equity swaps to reduce the Company's debt burden and optimize its capital structure.

Additionally, the Company is considering introducing strategic investors to cover restructuring expenses, discharge various debts and replenish the Company's daily operating funds. In the future, the Company will consider making reasonable arrangements for business planning and resource integration in alignment with the operations of the strategic investors.

If the resolution of this EGM is passed, the Company will also comply with requirements of the Listing Rules in respect of the arrangements involved under the pre-restructuring and restructuring in due course.