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农夫山泉

NONGFU SPRING CO., LTD.

農夫山泉股份有限公司

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

(Stock Code: 9633)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Nongfu Spring Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Tuesday, May 20, 2025 at No. 181 Geyazhuang, Xihu District, Hangzhou, Zhejiang, the People's Republic of China (the “**PRC**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and if thought fit, approve Mr. Gu Zhaoyang (顧朝陽先生) as an independent non-executive Director of the eighth session of the Board of the Company.
2. To consider and if thought fit, approve the proposed candidates for supervisors of the eighth session of the Supervisory Committee of the Company
 - 2.1 To approve Ms. Wang Yuan (王媛女士) as a supervisor of the eighth session of the Supervisory Committee of the Company
 - 2.2 To approve Ms. Fan Jinghan (范靜晗女士) as a supervisor of the eighth session of the Supervisory Committee of the Company
3. To consider and if thought fit, approve the report of the Board of the Company for the year ended December 31, 2024.
4. To consider and if thought fit, approve the report of the supervisory committee of the Company for the year ended December 31, 2024.
5. To consider and if thought fit, approve the consolidated financial statements of the Company and its subsidiaries and the report of the auditor of the Company for the year ended December 31, 2024.
6. To consider and if thought fit, approve the appointment of Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year ended December 31, 2025 and re-appointment of Ernst & Young as the overseas auditor of the Company for the year ended December 31, 2025 and to authorise the Board to fix their remunerations.

7. To consider and if thought fit, approve the payment of a final dividend for the year ended December 31, 2024 (“**Final Dividend**”) of RMB0.76 per share (tax inclusive).
8. To consider and if thought fit, approve the Company’s application for credit lines from banks and other financial institutions and relevant authorisations to the Board.
9. To consider and if thought fit, approve the provision of guarantee in favour of wholly-owned subsidiaries of the Company.

SPECIAL RESOLUTIONS

10. To consider and if thought fit, approve the proposal to grant the general mandate to issue shares to the Board:
 - (1) there being granted to the Board general mandate to issue, allot and deal with shares of nominal value of RMB0.1 each in the share capital of the Company, with the aggregate number of Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board not exceeding 20% of the issued share capital as at the date of passing of this resolution (excluding treasury Shares);
 - (2) the Board be authorised to (including but not limited to the following):
 - (i) increase the registered capital of the Company in accordance with the issue of Shares aforesaid, and attend to the relevant registration procedures with the relevant authorities in the PRC and Hong Kong;
 - (ii) make appropriate amendments to the relevant provisions in articles of association of the Company (the “**Articles of Association of the Company**”) in relation to the registered capital of the Company and any other articles that require corresponding amendments so as to reflect the change in the registered capital and shareholding structure of the Company as a result of the allotment or issue of new shares and to submit the relevant amendments to the Articles of Association of the Company to the relevant authorities of the PRC and Hong Kong for approval and record (as the case may be);
 - (iii) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares; and
 - (iv) the Board will only exercise its power under the above mandates in accordance with the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time) and other relevant laws and regulations of Hong Kong and the PRC, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(3) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the date of passing of this authorization proposal as the special resolution at the AGM ends at the earliest of:

- (i) the conclusion of the next annual general meeting;
- (ii) the date of expiration of 12 months from the date of passing of the relevant resolution at the AGM; or
- (iii) the date on which the authority is revoked or varied by a special resolution of shareholders at a general meeting.

11. To consider and if thought fit, approve the proposal to grant the general mandate to repurchase Shares to the Board:

- (1) there being granted to the Board general mandate to repurchase H Shares which is not more than 10% the number of all issued Shares of the Company (excluding treasury Shares) at the date of the passing of the relevant resolution;
- (2) the Board be authorised to (including but not limited to the following):
 - (i) the Board be authorized to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including but not limited to amendments to the Articles of Association of the Company and the cancellation or hold as treasury Shares for the repurchased H Shares after such general mandate has been exercised;
 - (ii) the Board be authorized to formulate and implement the specific repurchase plan, including but not limited to the repurchase price, the number of Shares to be repurchased, the timing of repurchases, the repurchase period, and change the use of the H Shares previously repurchased and to be repurchased, subject to all applicable rules and regulations;
 - (iii) the Board be authorized and agreed to authorise specified person to carry out necessary procedures in relation to the repurchase of H Shares, including but not limited to opening overseas share accounts and carrying out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas (if needed);

- (iv) for the repurchased Shares to be held as treasury Shares, the Board be authorized to use such treasury Shares in accordance with the applicable rules and regulations as and when appropriate, including but not limited to resale for cash (subject to the general mandate to issue Shares) or transfer to satisfy share grants under share schemes, and to complete the relevant statutory procedures for registration, filing and approval within or outside the PRC; and
- (v) the Board will only exercise its power under the above mandates in accordance with the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time) and other relevant laws and regulations of Hong Kong and the PRC, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained (if needed).

(3) Authorisation period

The period of above general mandate to repurchase Shares shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the date of passing of this authorization proposal as the special resolution at the AGM ends at the earliest of:

- (i) the conclusion of the next annual general meeting;
- (ii) the date of expiration of 12 months from the date of passing of the relevant resolution at the AGM; or
- (iii) the date on which the authority is revoked or varied by a special resolution of Shareholders at a general meeting.

By Order of the Board
Nongfu Spring Co., Ltd.
Zhong Shanshan
Chairman

Hong Kong
25 April, 2025

Notes:

- (i) Further details regarding the resolutions numbered 3, 4, and 5 of this notice will be included in 2024 Annual Report of the Company and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nongfuspring.com), and dispatch to the Shareholders of the Company (if necessary).
- (ii) For further details regarding the resolutions numbered 7, 8 and 9 of this notice, please refer to the circular of the Company dated 25 April, 2025.
- (iii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, such proxies may only exercise their voting rights in a poll.
- (iv) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (v) If you intend to attend the AGM by proxy, you are requested to complete the enclosed form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, and return them to (i) for holders of H Shares, 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; and (ii) for holders of Domestic Shares, the office of the Board of the Company, at No.181 Geyazhuang, Xihu District, Hangzhou, Zhejiang, the PRC, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.
- (vi) For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, May 15, 2025 to Tuesday, May 20, 2025 (both days inclusive), during which period no transfer of shares can be registered. All transfers documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, 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, May 14, 2025.
- (vii) For the purpose of determining the entitlement of the shareholders to receive Final Dividend, the register of members of the Company will also be closed from Saturday, May 24, 2025 to Thursday, May 29, 2025 (both days inclusive), during which period no share transfers can be registered. All transfers documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, 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 Friday, May 23, 2025.

- (viii) If the “Red” weather disaster warning signal is hoisted at or after 7:00 a.m. on the date of the annual general meeting, the annual general meeting will not be held on Tuesday, May 20, 2025 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nongfuspring.com).
- (ix) A shareholder or his/her proxy should produce proof of identity when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the authorization documents of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (x) Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

As at the date of this announcement, the board of directors of the Company comprises Mr. Zhong Shanshan, Ms. Wu Limin, Mr. Xiang Xiansong, Mr. Rao Minghong and Ms. Han Linyou as executive directors; Mr. Zhong Shu Zi as non-executive director; Mr. Yang, Lei Bob and Mr. Lu Yuan as independent non-executive directors.