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**五谷磨房**

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

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

**(Stock Code: 1837)**

**(1) PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION; AND  
(2) CHANGE IN INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND BOARD COMMITTEES**

This announcement is made pursuant to Rule 13.51(1) and 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

On 30 March 2026, the board (the “**Board**”) of directors (“**Directors**”) of Natural Food International Holding Limited (the “**Company**”) resolved to propose to (i) make certain amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) in order to bring them in line with the latest regulatory requirements of the Listing Rules relating to the enabling of convening and holding of virtual or hybrid general meetings and vote-casting by electronic means as well as the applicable laws of the Cayman Islands; and (ii) adopt the amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments and the proposed adoption of the Amended M&A are subject to the consideration and approval by the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “AGM”) and shall be effective thereupon.

## **CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEES**

### **Resignation of Independent Non-Executive Director**

The Board hereby announces that Mr. HU Peng (“**Mr. HU**”) has tendered his resignation as the independent non-executive Director of the Company, the chairman of the remuneration committee (the “**Remuneration Committee**”), as well as a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board (collectively, the “**Board Committees**”), with effect from 1 April 2026.

As required under the amendments to the Listing Rules taking effect from 1 July 2025, an issuer’s board must not include an independent non-executive director who has served in such capacity for nine years or more as at the conclusion of the issuer’s annual general meeting following the end of the director’s nine-year tenure. Mr. HU has served as an independent non-executive Director of the Company since 19 November 2018. In order to proactively comply with and strictly adhere to the amended Listing Rules, and to cooperate with the Board’s succession planning for the optimization of the Company’s corporate governance, Mr. Hu has tendered his resignation.

Mr. HU has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. HU for his valuable contributions, professional advice and diligent service to the Board and the Company during his tenure. His insights and expertise have played an important role in promoting the Company’s corporate governance and sustainable development.

## **Appointment of Independent Non-Executive Director**

The Board is pleased to announce that on 30 March 2026, the Board also resolved to appoint Mr. CHOU Hung Chi (“**Mr. CHOU**”) as an independent non-executive Director of the Company, the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee with effect from 1 April 2026.

Biographical details of Mr. CHOU are set out below:

Mr. CHOU Hung Chi, aged 59, will be responsible for overseeing the Board and providing independent advice and judgment to the Board after his appointment as an independent non-executive Director becomes effective. His professional focus encompasses corporate business model optimization, new business transformation, and marketing innovation.

Since 2006, Mr. CHOU has served as a Guest/Adjunct Professor at the following institutions: National University of Singapore Business School, Nanyang Business School at Nanyang Technological University (Singapore), School of Business and Management of The Hong Kong University of Science and Technology, Renmin University of China School of Business, National School of Development at Peking University, Peking University HSBC Business School, and Cheung Kong Graduate School of Business.

Prior to his academic career, Mr. CHOU accumulated 22 years of senior management experience at Fortune Global 500 companies including Hewlett-Packard, Singapore Telecom, General Motors, Eli Lilly and Company, and Honeywell. He held positions such as Regional Vice President and Country Managing Director, with a focus on market strategy formulation and new market entry strategies. He was the recipient of the Hewlett-Packard 2005 Outstanding Contribution Award.

Mr. CHOU served as an Independent Director of Topscore Fashion Co., Ltd. (Shanghai Stock Exchange listed company, stock code: 603608) from May 2018 to May 2024.

He is the author of the book “The Essence of Business: The Underlying Logic of Dynamic Business Model Evolution” which systematically presents business design thinking and methodologies for continuously optimizing and upgrading corporate business models in dynamic environments with resource constraints. The book was awarded the 2024 Golden Code Award by the Huazhang Branch of China Machine Press.

Mr. CHOU obtained his Master of Business Administration degree from Manchester Business School, UK, in 1997.

Mr. CHOU has confirmed that (1) he meets the independence criteria as set out in Rules 3.13(1) to (8) of the Listing Rules; (2) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (3) there are no other factors that may affect his independence at the time of his appointment as an independent non-executive Director. The Nomination Committee and the Board have assessed Mr. CHOU's independence in accordance with the Listing Rules and confirm that he is independent of the Company, its management and its substantial shareholders. He possesses the appropriate professional qualifications and experience to serve as an independent non-executive Director of the Company.

Mr. CHOU has signed a letter of appointment with the Company for a term of three years from the date of his appointment, which is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Company's articles of association. Mr. CHOU is entitled to receive a director's fee of RMB240,000 and contractual performance bonus of RMB60,000 per annum. The annual remuneration of Mr. CHOU was determined by the Remuneration Committee and the Board with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market level of remuneration of similar position in listed companies.

As at the date of this announcement, Mr. CHOU does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). He has no relationship with any director, senior management, substantial shareholders or controlling shareholder (as defined in the Listing Rules) of the Company. Save as disclosed above and as at the date of this announcement, Mr. CHOU does not hold any position with the Company or any other members of the Group, nor has he held any directorships in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas. He possesses no other major appointments and professional qualifications.

Save as disclosed above, there is no other matter in relation to Mr. CHOU that needs to be brought to the attention of the shareholders and there is no information relating to him which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHOU was identified by the Nomination Committee in accordance with the Board diversity policy and terms of reference of the Nomination Committee. The Nomination Committee and the Board are of the view that the appointment of Mr. CHOU as an independent non-executive Director will enhance the professional background of the Board in corporate development, and promote the diversity of the Board in educational background and professional experience. In particular, Mr. CHOU will bring a wealth of knowledge and experience in corporate business model optimization, new business transformation, and marketing innovation. His addition to the Board is expected to provide valuable professional insights and enrich the Board's knowledge in these critical areas. Additionally, Mr. CHOU is anticipated to offer guidance to the Company in enhancing its market strategy formulation and new market entry strategies. His expertise will also support the Board in more effectively monitoring the execution of the Company's strategic plans, particularly those related to its business development and growth.

### **Changes in the Board Committees**

Following the resignation of Mr. HU and the appointment of Mr. CHOU, the composition of the Board Committees will be changed as follows with effect from 1 April 2026:

1. **Audit Committee:** The members are three independent non-executive Directors, namely Mr. ZHANG Senquan (Chairman), Mr. OUYANG Liangyi and Mr. CHOU.
2. **Remuneration Committee:** The members are three independent non-executive Directors, namely Mr. CHOU (Chairman), Mr. OUYANG Liangyi and Mr. ZHANG Senquan.
3. **Nomination Committee:** The members are Mr. OUYANG Liangyi (Chairman), Mr. CHOU, being two independent non-executive Directors, and Ms. GUI Changqing, being an Executive Director.

Pursuant to article 16.2 of the Company's articles of association, a director elected and appointed by the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. The Board has resolved to propose, among other matters, the re-election of Mr. CHOU as an independent non-executive Director to the shareholders of the Company for approval by way of an ordinary resolution at the upcoming AGM.

A circular containing, among other things, particulars in relation to the Proposed Amendments, the adoption of the Amended M&A, and the re-election of the Directors, together with a notice of the AGM will be dispatched to the shareholders of the Company in due course.

By Order of the Board  
**Natural Food International Holding Limited**  
**Ms. GUI Changqing**  
*Chairman*

Hong Kong, 30 March 2026

*As at the date of this announcement, the Board comprises Ms. GUI Changqing and Mr. ZHANG Zejun as executive Directors, Ms. TSE Cheung On Anne and Mr. WANG Duo as non-executive Directors, and Mr. ZHANG Senquan, Mr. HU Peng and Mr. OUYANG Liangyi as independent non-executive Directors.*