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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Natural Food International Holding Limited (the "**Company**") will be held at 7th Floor, West Tower, Baidu International Building, No. 8 Haitian 1st Road, Binhai Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Friday, 22 May 2026 at 10 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY RESOLUTIONS

1 To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Directors**") and independent auditors of the Company for the year ended 31 December 2025.

2 To re-elect the following Directors:

(a) Ms. TSE Cheung On Anne as a non-executive Director;

(b) Mr. WANG Duo as a non-executive Director;

(c) Mr. OUYANG Liangyi as an independent non-executive Director; and

(d) Mr. CHOU Hung Chi as an independent non-executive Director.

3 To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors for the year ending 31 December 2026.

4 To re-appoint Ernst & Young as the independent auditors of the Company and authorise the Board to fix their remuneration.

5 To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

(A) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the "**Shares**") or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and/or re-sell the Treasury Shares (if the Listing Rules permitted) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the exercise of any option granted under the share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20% of the number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Companies Law, (as consolidated or revised from time to time) of the Cayman Islands, any applicable laws or the articles of association of the Company;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company; and

(b) "**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission (the "**Commission**") and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with the Companies Law (as consolidated or revised from time to time) of the Cayman Islands, all applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the Shares, which may be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the Shares in issue (excluding Treasury Shares, if any) at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked;

(iv) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or by any applicable laws; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company."

(C) To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting (the "**Notice**") being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the Notice convening this meeting be and is hereby extended by the addition to the number of the shares of the Company (the "**Shares**") which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the Notice convening this meeting, provided that such amount shall not exceed 10% of the number of the Shares in issue (excluding Treasury Shares, if any) at the date of passing of the said resolutions."

6. To distribute a final dividend of HK$0.069, payable in HK$ per ordinary share for the year ended 31 December 2025 in accordance with Cayman Islands Companies Act, as amended from time to time.

AS SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

"**THAT**:

(a) the Proposed Amendments to the Existing Memorandum and Articles of Association, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2026, be and are hereby approved;

(b) the Amended and Restated Memorandum and Articles of Association, a copy of which has been produced to this annual general meeting and initialed by the chairman of the annual general meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association of the Company with immediate effect; and

(c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

By order of the Board
Natural Food International Holding Limited
GUI Changqing
Chairman

Hong Kong, 24 April 2026

Registered office:
c/o Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Corporate headquarters:
7th Floor, West Tower
Baidu International Building
No. 8 Haitan 1st Road
Binhai Community, Yuehai Street
Nanshan District
Shenzhen
PRC

Principal place of business in Hong Kong:
Unit 1003, 10th Floor,
Asia Standard Tower,
59-65 Queen's Road Central,
Hong Kong

Notes:

(i) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company but must be present in person at the Annual General Meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.

(ii) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting or the poll concerned if he/she/it so wishes. In the event of a shareholder who has lodged a form of proxy attending the Annual General Meeting, the form of proxy will be deemed to have been revoked.

(iii) 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(iv) In order to be valid, a duly completed and signed form of proxy must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible and not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(v) The transfer books and register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive in order to determine the entitlement of shareholders to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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 Monday, 18 May 2026. Shareholders whose names appear on the register of members of the Company on Friday, 22 May 2026 will be eligible to attend and vote on the AGM. The transfer books and register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive in order to determine the entitlement of shareholders for the proposed final dividend, during which period no share transfers can be registered. In order to qualify for the proposed final dividend, all duly stamped instruments of transfers, accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited for registration not later than 4:30 p.m. on Monday, 1 June 2026. Shareholders whose names appear on the register of members of the Company on Friday, 5 June 2026 will be eligible to receive the final dividend.

(vi) In respect of ordinary resolutions numbered 2 above, details of the Directors proposed for re-election are set out in Appendix I to the accompanied circular dated 24 April 2026.

(vii) In respect of the ordinary resolution numbered 4 above, the directors of the Company concur with the views of the audit committee of the board of directors of the Company and has recommended that Ernst & Young be re-appointed as the independent auditors of the Company.

(viii) In respect of the ordinary resolution numbered 5(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

(ix) In respect of ordinary resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 24 April 2026.

(x) In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

(xi) (a) Subject to paragraph (b) below, if a black rainstorm warning signal or typhoon signal no. 8 or above is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. (or the time fixed for holding the Annual General Meeting, if earlier) on the date of the Annual General Meeting, the Annual General Meeting will be postponed and the shareholders will be informed of the date, time and venue of the postponed Annual General Meeting by an announcement posted on the respective websites of the Company and the Stock Exchange.

(b) If a black rainstorm warning signal or typhoon signal no. 8 or above is cancelled at or before three hours before the time fixed for holding the Annual General Meeting and where conditions permit, the Annual General Meeting will be held as scheduled.

(c) The Annual General Meeting will be held as scheduled when an amber or red rainstorm warning signal or typhoon signal no. 3 or below is in force.

(d) After considering their own situations, the shareholders should decide on their own as to whether they would attend the Annual General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

(xii) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

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. OUYANG Liangyi and Mr. CHOU Hung Chi as independent non-executive Directors.