GUOQUAN FOOD (SHANGHAI) CO., LTD.
鍋圈食品（上海）股份有限公司

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

(Stock Code: 2517)

GRANT OF INCENTIVE SHARES UNDER THE 2026 H SHARE EQUITY INCENTIVE SCHEME

References are made to (i) the announcement of Guoquan Food (Shanghai) Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") dated July 13, 2026, (ii) the circular of the Company dated August 26, 2026 (the "**Circular**"), and (iii) the announcement on the poll results of the extraordinary general meeting dated September 10, 2026 in relation to, among other things, the adoption of the 2026 H Share Equity Incentive Scheme. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

GRANT OF INCENTIVE SHARES UNDER THE 2026 H SHARE EQUITY INCENTIVE SCHEME

The board of directors (the "**Board**") is pleased to announce that on September 10, 2026, the Company granted an aggregate of 90,486,712 Incentive Shares to 126 employee participants (the "**Employee Participant(s)**", has the meaning ascribed to it under the Listing Rules) under the 2026 H Share Equity Incentive Scheme, subject to acceptance by the Selected Participants (the "**Grant**"). Among them, (i) 2,538,000 Incentive Shares were granted to Ms. Luo Na, an executive Director; (ii) 2,538,000 Incentive Shares were granted to Ms. Zheng Min, an employee Director; (iii) 545,455 Incentive Shares were granted to an associate of Mr. Yang Mingchao and Ms. Yang Tongyu, both being Directors, Ms. Yang Suxia (a sister of both Mr. Yang Mingchao and Ms. Yang Tongyu's father); (iv) 1,818,182 Incentive Shares were granted to an associate of Mr. Meng Xianjin, a Director, Mr. Li Ke (the spouse of Mr. Meng Xianjin's sister); 545,455 Incentive Shares were granted to an associate of Mr. Meng Xianjin, a Director, Ms. Yuan Wenting (the child of Mr. Meng Xianjin's siblings); 545,455 Incentive Shares were granted to an associate of Mr. Meng Xianjin, a Director, Mr. Li Qingwei (the cousin of Mr. Meng Xianjin); (v) 363,636 Incentive Shares were granted to an associate of Ms. Luo Na, a Director, Ms. Liu Xiaonuo (Ms. Luo Na's mother); and (iv) 81,592,529 Incentive Shares were granted to 119 employees of the Group who are not connected persons of the Company.

Details of the Grant are as follows:

Grant Date	September 10, 2026
Number of Shares granted	The Company granted an aggregate of 90,486,712 Incentive Shares (representing 90,486,712 H Shares) to 126 Employee Participants under the 2026 H Share Equity Incentive Scheme, subject to acceptance by the Selected Participants. Among them, (i) 2,538,000 Incentive Shares were granted to Ms. Luo Na, an executive Director; (ii) 2,538,000 Incentive Shares were granted to Ms. Zheng Min, an employee Director; (iii) 545,455 Incentive Shares were granted to an associate of Mr. Yang Mingchao and Ms. Yang Tongyu, both being Directors, Ms. Yang Suxia (a sister of both Mr. Yang Mingchao and Ms. Yang Tongyu's father); (iv) 1,818,182 Incentive Shares were granted to an associate of Mr. Meng Xianjin, a Director, Mr. Li Ke (the spouse of Mr. Meng Xianjin's sister); 545,455 Incentive Shares were granted to an associate of Mr. Meng Xianjin, a Director, Ms. Yuan Wenting (the child of Mr. Meng Xianjin's siblings); 545,455 Incentive Shares were granted to an associate of Mr. Meng Xianjin, a Director, Mr. Li Qingwei (the cousin of Mr. Meng Xianjin); (v) 363,636 Incentive Shares were granted to an associate of Ms. Luo Na, a Director, Ms. Liu Xiaonuo (Ms. Luo Na's mother); and (iv) 81,592,529 Incentive Shares were granted to 119 employees of the Group who are not connected persons of the Company.
Purchase price payable in respect of the Shares under the incentive scheme	Vice president level: RMB1.0/Share Director level: RMB0.8/Share Manager level: RMB0.6/Share Supervisor and specialist levels: RMB0.4/Share
Consideration payable upon acceptance of the Grant	Upon acceptance of the incentive granted, none of the Grantees is required to pay consideration.
Closing price of the Shares on the Grant Date	HK$1.635.

Vesting periods and performance targets of the incentive	Subject to the Scheme Rules, the Incentive Shares granted shall vest in accordance with the vesting schedule set out below:

	Vesting period	**Performance indicator of the Company**	**Vesting percentage**
1st tranche	the first anniversary of the Grant Date	The core operating profit for the year 2026 shall be not less than RMB600 million	25%
2nd tranche	the second anniversary of the Grant Date	The core operating profit for the year 2027 shall be not less than RMB700 million	25%
3rd tranche	the third anniversary of the Grant Date	The core operating profit for the year 2028 shall be not less than RMB800 million	25%
4th tranche	the fourth anniversary of the Grant Date	The core operating profit for the year 2029 shall be not less than RMB1 billion	25%

The achievement of the Group's performance targets shall be subject to the satisfaction of either of the following conditions: (i) achievement of the cumulative performance targets from the year of grant to the year immediately preceding the vesting; or (ii) achievement of the single-year performance target for the year immediately preceding the vesting. The Board and/or the Scheme Management Committee may adjust the assessment requirements subject to compliance with the Scheme Rules of the 2026 H Share Equity Incentive Scheme, the Listing Rules and any applicable laws and regulations, and the terms set out in the Grant Instrument shall prevail.

Core operating profit refers to net profit after adjusting for items affecting comparability. In assessing whether to adjust for the impact of items that may be significant or that may affect the understanding of our ongoing financial and operating performance or trends, both quantitative and qualitative factors are taken into consideration. Items that are affected by external factors and by factors that differ from, or are unrelated to, our core operations, and that have a material impact on the results for the current or comparable periods, are generally regarded as "items affecting comparability." Core operating profit is presented in the Company's interim reports and annual reports.

Clawback mechanism	Upon the occurrence of any of the following events (whether an event is deemed to have occurred shall be determined by the Board and/or the Scheme Management Committee at its/their sole discretion), unless otherwise resolved by the Board and/or the Scheme Management Committee at its/their sole discretion:

(1) If a Grantee is deemed to have ceased to be an Eligible Participant under the provisions of the 2026 H Share Equity Incentive Scheme for the following reasons, including but not limited to being declared missing or dead, suffering from physical or mental disability or incapacity, termination of employment or engagement relationship with any member of the Group by reason of retirement, voluntary resignation, termination of employment or service relationship with any member of the Group (including but not limited to redundancy, non-renewal of contract upon expiration, incompetence, termination by mutual agreement or other reasons), having left vacant his/her position(s) with any member of the Group or any position(s) relating to the Group for more than six months, having been declared bankruptcy or become insolvent, or having entered into any arrangement or compromise with his/her creditors generally, the unvested Incentive Shares granted to the Grantee shall immediately and automatically lapse, and shall not vest on the relevant Vesting Date, and the vested Shares shall be retained, provided that the Board and/or its Scheme Management Committee have the right to require the Grantee to sell all vested Shares within a specified period from the date on which he/she ceases to be an Eligible Participant, so as to comply with the requirements of the foreign exchange administration policies.

(2) If a Grantee falls under any of the circumstances provided in the 2026 H Share Equity Incentive Scheme, including but not limited to (whether or not the Grantee's continuous service has been terminated) the Grantee commits any misconduct, breaches any non-competition obligation, causes material damage to the interests of the Group, discloses the Group's commercial or technical secrets, breaches any confidentiality agreement with the Group, breaches the employment contract or the Group's rules and policies, commits serious violations of laws or disciplines, fails to perform or properly perform his/her duties, causing the Group to suffer a material loss in terms of assets and other material adverse impact, accepts or solicits bribes, engages in corruption or theft, harms the interests or reputation of the Group, maliciously destroys the Group's materials or resources, or violates any laws or regulations, the Grantee shall cease to be an Eligible Participant, and the unvested Incentive Shares shall immediately and automatically lapse and shall not vest on the relevant Vesting Date; and the clawback mechanism shall be triggered. The Board of the Company and/or its Scheme Management Committee shall have the right (but not the obligation) to determine to repurchase the Grantee's Incentive Shares and the corresponding interests thereof at such consideration as may be determined from time to time. Furthermore, the Company shall have the right to recover any benefits obtained by the Grantee from the vested Shares, including but not limited to requiring the Grantee to repay to the Group all proceeds derived from the sale or transfer of the vested Incentive Shares (including any dividends received), or deduct a sum equal to the amount or value of the Incentive Shares from any amounts payable to the Grantee by any member of the Group, or require the Grantee to return any vested but unsold Incentive Shares.

Financial assistance

No arrangement has been made by the Company or any of its subsidiaries to provide any financial assistance to any Grantees to facilitate the purchase of Shares under the 2026 H Share Equity Incentive Scheme.

REASONS FOR THE GRANT

In determining the number of the Incentive Shares to be granted to each Grantee, the Board has taken into account the relevant Grantee's position, duties, contribution to the Group, and importance to the long-term development of the Group. The Board is of the view that the grant of the Incentive Shares to Ms. Luo Na, an executive Director of the Company, and Ms. Zheng Min, an employee Director of the Company, can further incentivise them to continue to perform their duties as Directors and management personnel, and align their interests with the long-term interests of the Company and its Shareholders; while the grant made to other employees of the Group will help attract, incentivise and retain key talents who contribute to the long-term growth and success of the Group. Accordingly, the Board considers that the Grant is fair and reasonable, and is in line with the purposes of the Scheme and the interests of the Company and its Shareholders as a whole.

LISTING RULE IMPLICATIONS

The grant of the Incentive Shares to the above Directors and the associates of the Directors has been reviewed and approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules and the terms of the 2026 H Share Equity Incentive Scheme. Save as disclosed above, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as of the date of this announcement, none of the Selected Participants is a Director, chief executive or substantial Shareholder of the Company, or any of their associates, or a service provider or a related entity participant.

The Grant will not result in the total number of Shares issued and to be issued (including treasury shares transferred and to be transferred) in respect of all share options and incentives granted to any Employee Participant other than a Director, chief executive, substantial Shareholder of the Company or any of their respective associates in the 12-month period up to and including the Grant Date representing in aggregate over 1% of the total number of issued Shares of the Company. In addition, the Grant will not result in the total number of Shares issued and to be issued (including treasury shares transferred and to be transferred) in respect of all incentives granted to any Employee Participant who is a Director, chief executive, substantial Shareholder of the Company or any of their respective associates in the 12-month period up to and including the Grant Date representing in aggregate over 0.1% of the total number of issued Shares of the Company.

Accordingly, the Grant does not require Shareholders' approval. Each of Ms. Luo Na and Ms. Zheng Min has abstained from voting on the Board resolutions in respect of the grants made to themselves. Each of Mr. Yang Mingchao, Ms. Yang Tongyu, Mr. Meng Xianjin and Ms. Luo Na has abstained from voting on the Board resolutions in respect of the grants made to their respective associates.

The Grant will be satisfied by way of transfer of treasury shares within the Scheme Mandate Limit under the 2026 H Share Equity Incentive Scheme. As of the date of this announcement, following the Grant, the number of H Shares available for future grants under the Scheme Mandate Limit is 36,427,508 Shares.

By order of the Board
Guoquan Food (Shanghai) Co., Ltd.
鍋圈食品(上海)股份有限公司
Mr. Yang Mingchao
Chairperson of the Board, Executive Director
and Chief Executive Officer

Hong Kong, September 10, 2026

As at the date of this announcement, the Board of the Company comprises Mr. Yang Mingchao, Mr. Meng Xianjin, Mr. An Haolei, Ms. Luo Na and Ms. Yang Tongyu as executive Directors; Mr. Liu Zhengzheng as a non-executive Director; Mr. Zeng Xiaosong, Ms. Yu Fangjin, Mr. Li Jianfeng and Mr. Shi Kangping as independent non-executive Directors; and Ms. Zheng Min as an employee Director.