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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Yurun Food Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA YURUN FOOD GROUP LIMITED

中國雨潤食品集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1068)

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Level 6, Han Yue Lou Hotel Nanjing, No. 235 Middle Jiangdong Road, Jianye District, Nanjing, Jiangsu Province, The People's Republic of China at 10:00 a.m. on Friday, 31 May 2019 is set out on pages 13 to 16 of this circular.

A form of proxy for use at the Annual General Meeting of the Company is enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, if you so wish.

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Repurchase Mandate	4
Share Issue Mandate and Extension of Share Issue Mandate	4
Re-election of Directors	5
Annual General Meeting	6
Responsibility Statement	7
Recommendation	7
Appendix I – Explanatory Statement on the Repurchase Mandate	8
Appendix II – Information on the Retiring Directors Proposed for Re-election	11
Notice of Annual General Meeting	13

DEFINITIONS

In this circular, unless the content otherwise requires, the following expressions have the following meanings:

“AGM Notice”	the notice convening the Annual General Meeting as set out on pages 13 to 16 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Level 6, Han Yue Lou Hotel Nanjing, No. 235 Middle Jiangdong Road, Jianye District, Nanjing, Jiangsu Province, The People’s Republic of China at 10:00 a.m. on Friday, 31 May 2019 or any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	China Yurun Food Group Limited, an exempted company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Extension of Share Issue Mandate”	the general mandate proposed to be granted to the Directors to extend the Share Issue Mandate by adding those Shares that may be repurchased under the Repurchase Mandate in the manner as set out in ordinary resolution no. 9 of the AGM Notice
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in ordinary resolution no. 7 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares in the manner as set out in ordinary resolution no. 8 of the AGM Notice
“Share(s)”	ordinary share(s) of HK\$0.10 each of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs

LETTER FROM THE BOARD



CHINA YURUN FOOD GROUP LIMITED

中國雨潤食品集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1068)

Executive Directors:

Zhu Yuan (Chairman and Chief Executive Officer)

Yang Linwei

Yao Guozhong

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Gao Hui

Chen Jianguo

Miao Yelian

Principal Place of Business in Hong Kong:

Suite 5302, 53rd Floor

Central Plaza

18 Harbour Road, Wanchai

Hong Kong

18 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This circular contains information relating to the Repurchase Mandate, the Share Issue Mandate, the Extension of Share Issue Mandate and the proposal for the re-election of Directors.

* For identification purposes only

LETTER FROM THE BOARD

REPURCHASE MANDATE

An ordinary resolution no. 7 as set out in the AGM Notice will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate.

The explanatory statement, as required by the Listing Rules to be sent to the Shareholders, giving the requisite information to enable you to make an informed decision on whether to vote for or against the Repurchase Mandate at the Annual General Meeting is set out in Appendix I to this circular.

As at the Latest Practicable Date, 1,822,755,650 Shares were in issue. Assuming no changes to the issued Shares from the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares that can be repurchased by the Company under the Repurchase Mandate is 182,275,565 Shares (representing 10% of the total number of issued Shares as at the date of passing of the resolution).

SHARE ISSUE MANDATE AND EXTENSION OF SHARE ISSUE MANDATE

An ordinary resolution no. 8 as set out in the AGM Notice will be proposed at the Annual General Meeting to grant to the Directors the Share Issue Mandate. Such mandate will give the Board greater flexibility to issue securities when it is in the interests of the Company and the Shareholders to do so.

As at the Latest Practicable Date, 1,822,755,650 Shares were in issue. Assuming no changes to the issued Shares of the Company from the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Share Issue Mandate is 364,551,130 Shares (representing 20% of the total number of issued Shares as at the date of passing of the resolution).

In addition, if both the Repurchase Mandate and the Share Issue Mandate are granted, an ordinary resolution no. 9 as set out in the AGM Notice will also be proposed at the Annual General Meeting to grant to the Directors the Extension of Share Issue Mandate, which provides that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

The Repurchase Mandate, the Share Issue Mandate and the Extension of Share Issue Mandate, if granted, will continue in force from the date of the Annual General Meeting until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 86(2) of the Bye-Laws, Ms. Zhu Yuan will retire from office and, being eligible, offer herself for re-election at the Annual General Meeting.

In accordance with Bye-Law 87 of the Bye-Laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. As such, Mr. Chen Jianguo and Mr. Miao Yelian will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

Procedures and Process for Nomination of Independent Non-executive Directors

The Nomination Committee will recommend to the Board for the appointment (including re-election) of an independent non-executive director in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current structure, size and diversity of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort.
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as recommendations from the management team and other knowledgeable individuals. The criteria include but are not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and the potential contributions that the individual can bring to the Board.
- iii. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- iv. The Nomination Committee will also provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- v. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration, for discussion and final approval.

Pursuant to code provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by Shareholders and the papers to Shareholders accompanying that resolution should include the reasons why the Board believes he is still independent and should be re-elected.

LETTER FROM THE BOARD

Mr. Chen Jianguo has been an independent non-executive Director since January 2010 and has served the Company for more than nine years. A separate resolution will be proposed for his re-election at the Annual General Meeting. The Board considers that Mr. Chen continues to be independent and should be eligible for re-election after taking into account all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules and considering his annual confirmation of independence to the Company. The Board considers that the long service of Mr. Chen will not affect his exercise of independent judgement and is satisfied that he has the integrity and experience to continue to fulfil the role of an independent non-executive Director. The Board is of the opinion that Mr. Chen will continue to make valuable contribution to the Company by providing his balanced and objective views to the Board.

The Board also considers that Mr. Miao Yelian continues to be independent and should be eligible for re-election after taking into account all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules and considering his annual confirmation of independence to the Company.

Mr. Chen Jianguo is a practising lawyer in the PRC and has been a partner of 江蘇金大律師事務所 (Jiangsu Jinda Law Office) since January 2003. Mr. Miao Yelian is an academic in food engineering with over 30 years of working experience with different tertiary institutions. With their varied professional backgrounds, qualifications and experience, the Board is of the view that Mr. Chen and Mr. Miao are able to provide various advices to the Board in different fields thus making contribution to diversity of the Board.

Particulars of the Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 13 to 16 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting, if you so wish.

For determining the eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2019.

All resolutions will be put to vote by way of poll at the Annual General Meeting pursuant to Rule 13.39 of the Listing Rules. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the granting of the Repurchase Mandate, the Share Issue Mandate, the Extension of Share Issue Mandate and the proposal for re-election of Directors are in the best interests of the Company and the Shareholders as a whole and accordingly recommends all the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Zhu Yuan
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. REASONS FOR SHARE REPURCHASE

The Board believes that the proposed grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases may, depending on market conditions and funding arrangements at the time, enhance the net asset value per Share and/or earnings per Share. The Directors is seeking the grant of the Repurchase Mandate by the Shareholders to give the Company the flexibility to repurchase the Shares if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining. The repurchases will only be made when the Directors believes that such repurchases will benefit the Company and the Shareholders as a whole.

2. ISSUED SHARES

As at the Latest Practicable Date, 1,822,755,650 Shares were in issue.

Subject to the passing of the ordinary resolution no. 7 set out in the AGM Notice and on the basis that no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 182,275,565 Shares (representing 10% of the total issued Shares as at the date of passing of the resolution) during the period in which the Repurchase Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws, the laws of Bermuda, the Listing Rules and other applicable laws.

The Company is empowered by its memorandum of association and the Bye-Laws to repurchase the Shares. The laws of Bermuda provide that the amount of capital to be paid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose. In repurchasing Shares, the amount of premium payable on repurchase may only be paid out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

4. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION OF THE COMPANY

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2018, being the date of its latest published consolidated financial statements, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the opinion of the Directors, have a material adverse effect on the working capital requirements of the Company or the gearing position.

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors has undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Willie Holdings Limited, the Company's single largest Shareholder as at the Latest Practicable Date which is wholly-owned by Mr. Zhu Yicai and his spouse, held 470,699,900 Shares, representing approximately 25.82% of the entire issued Shares. If the Repurchase Mandate is fully exercised by the Board and there are no other changes in the number of issued Shares of the Company during the period in which the Repurchase Mandate remains in force, Willie Holdings Limited's percentage shareholding in the Company will be increased from 25.82% to approximately 28.69% of the then issued Shares. Accordingly, the Board is not aware of any consequences that would give rise to an obligation to make a mandatory offer under the Takeovers Code in the event the Repurchase Mandate is exercised in full. The Board has no present intention to exercise the Repurchase Mandate to an extent such that an obligation to make a general offer under the Takeovers Code will be triggered. The Board will ensure that the Company will maintain a minimum of 25% public float as required under the Listing Rules even if the Repurchase Mandate is exercised.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange from the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	1.30	1.02
May	1.31	1.12
June	1.22	0.99
July	1.20	0.98
August	1.04	0.86
September	0.89	0.72
October	0.81	0.58
November	0.74	0.59
December	0.73	0.62
2019		
January	1.30	0.62
February	1.75	1.06
March	2.58	1.55
April (up to the Latest Practicable Date)	2.09	1.69

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares, whether on the Stock Exchange or otherwise during the six months preceding the Latest Practicable Date.

The following are the details of the retiring Directors, who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Ms. Zhu Yuan, aged 32, was appointed as the chairman of the Board, the chief executive officer and an executive Director of the Company with effect from 28 March 2019. Ms. Zhu obtained a bachelor's degree of commerce in business economics and finance from The University of New South Wales and a master's degree of business administration from The University of Technology, Sydney. She has passed papers 1 and 6 in the Licensing Examination for Securities and Futures Intermediaries. Prior to joining the Group, Ms. Zhu has over six years of working experience in human resources, finance analysis and investment. Save as acting as the chairman of the Board, the chief executive officer and an executive Director of the Company, Ms. Zhu had not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The Company and Ms. Zhu signed a service contract for a term of three years commencing from 28 March 2019, subject to rotation and re-election in accordance with the Bye-Laws. The remuneration of Ms. Zhu is HK\$2,000,000 per annum under the service contract. She is also entitled to a discretionary bonus of such amount as may be determined by the Board or the remuneration committee of the Company. Ms. Zhu's emoluments are determined by reference to her qualification, experience and performance, profitability of the Group and the prevailing market conditions.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Ms. Zhu did not have any interests or short position in Shares or underlying shares of the Company within the meaning thereof. Ms. Zhu is the daughter of Mr. Zhu Yicai, the single largest shareholder of the Company, the Honorary Chairman of the Company, a Senior Advisor to the Board and a director of certain key operating subsidiaries of the Group.

There is no information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of Ms. Zhu and there are no other matters that need to be brought to the attention of the Shareholders in respect of Ms. Zhu's re-election.

Mr. Chen Jianguo, aged 58, has been an independent non-executive Director of the Company since January 2010. He is a practising lawyer in the PRC and has been a partner of 江蘇金大律師事務所 (Jiangsu Jinda Law Office) since January 2003. Mr. Chen graduated from Fudan University with specialisation in economic law and obtained a master's degree in economic law from the Graduate School of The Chinese Academy of Social Sciences. Save as acting as an independent non-executive Director of the Company, Mr. Chen had not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The Company and Mr. Chen signed a letter of appointment for a term of three years commencing from 8 January 2019, subject to rotation and re-election in accordance with the Bye-Laws. According to the terms of the letter of appointment, Mr. Chen is entitled of an annual emoluments of RMB140,000. The annual emoluments of Mr. Chen is determined by the Board with reference to the remuneration benchmark in the market for independent non-executive directors of the companies listed on the Stock Exchange. Mr. Chen is not entitled to any bonus payments, whether fixed or discretionary in nature.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Mr. Chen did not have any interests or short position in Shares or underlying shares of the Company within the meaning thereof and had no relationship with any Directors, senior management or substantial or controlling Shareholder of the Company.

There is no information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of Mr. Chen and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Chen's re-election.

Mr. Miao Yelian, aged 60, has been an independent non-executive Director of the Company since August 2015. He is a professor and supervisor to doctoral students of the College of Food Science and Light Industry of Nanjing Tech University, and the vice director of the Institute of Bioresources Engineering of Nanjing Tech University. Mr. Miao is an academic in food engineering with over 30 years of working experience with different tertiary institutions. Mr. Miao obtained a bachelor's degree of engineering in agricultural machinery design and manufacturing from the Zhenjiang Institute of Agricultural Machinery (currently known as Jiangsu University) in 1982, a master's degree in agriculture from Kagoshima University in Japan in 1987 and a doctorate in agriculture from the University of Tsukuba in Japan in 1990. Save as acting as an independent non-executive Director of the Company, Mr. Miao had not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The Company and Mr. Miao signed a letter of appointment for a term of three years commencing from 13 August 2018, subject to rotation and re-election in accordance with the Bye-Laws. According to the terms of the letter of appointment, Mr. Miao is entitled of an annual emoluments of RMB100,000. The annual emoluments of Mr. Miao is determined by the Board with reference to the remuneration benchmark in the market for independent non-executive directors of the companies listed on the Stock Exchange. Mr. Miao is not entitled to any bonus payments, whether fixed or discretionary in nature.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Mr. Miao did not have any interests or short position in Shares or underlying shares of the Company within the meaning thereof and had no relationship with any Directors, senior management or substantial or controlling Shareholder of the Company.

There is no information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of Mr. Miao and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Miao's re-election.

NOTICE OF ANNUAL GENERAL MEETING



CHINA YURUN FOOD GROUP LIMITED

中國雨潤食品集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1068)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Yurun Food Group Limited (the “Company”) will be held at Level 6, Han Yue Lou Hotel Nanjing, No. 235 Middle Jiangdong Road, Jianye District, Nanjing, Jiangsu Province, The People’s Republic of China at 10:00 a.m. on Friday, 31 May 2019, for the following purposes:

AS ORDINARY BUSINESS

1. To consider and receive the financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2018;
2. To re-elect Ms. Zhu Yuan as an executive director of the Company;
3. To re-elect Mr. Chen Jianguo as an independent non-executive director of the Company;
4. To re-elect Mr. Miao Yelian as an independent non-executive director of the Company;
5. To authorise the board of directors of the Company to fix the directors’ remuneration;
6. To re-appoint BDO Limited as auditor and to authorise the board of directors of the Company to fix its remuneration;

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) 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 repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

in accordance with all applicable laws and the requirements of the Code on Share Buy-backs of Hong Kong and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) (as amended from time to time), be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to repurchase its shares at a price determined by the Directors;
 - (c) the total number of issued shares of the Company authorised to be repurchased conditionally or unconditionally by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of issued shares of the Company at the date of passing of this resolution; and
 - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s Bye-Laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”;
8. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below and subject to and pursuant to the Listing Rules and all applicable laws and subject to the consent of the Bermuda Monetary Authority having been obtained, where applicable, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of issued shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend or other similar arrangement implemented in accordance with the Company's Bye-Laws; or (v) pursuant to a specific authority granted by the shareholders of the Company, shall not exceed 20 per cent. of the total number of the issued shares of the Company in issue at the date of passing of this resolution; and
- (d) for the purpose of this resolution,

"Relevant Period" means the period from the time of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company's Bye-Laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"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 of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."; and

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the ordinary resolution nos. 7 and 8 in the notice of the meeting dated 18 April 2019 convening the meeting, the general mandate granted to the Directors pursuant to resolution no. 8 in the notice of the meeting dated 18 April 2019 of the Company be and is hereby extended by the addition thereto such number of shares of the Company which are repurchased by the Company pursuant to the resolution no. 7 as set out in the notice of the meeting dated 18 April 2019 of the Company.”.

By Order of the Board

Zhu Yuan

Chairman

Hong Kong, 18 April 2019

Notes:

- (1) The register of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2019.
- (2) Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on behalf of him. On a poll votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised.
- (4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Each of the above resolutions will be put forth by way of a poll at the annual general meeting.
- (6) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (7) As of the date of this notice, the executive directors of the Company are Zhu Yuan, Yang Linwei and Yao Guozhong; and the independent non-executive directors are Gao Hui, Chen Jianguo and Miao Yelian.