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**Xiabuxiabu Catering Management (China) Holdings Co., Ltd.**

**呷哺呷哺餐飲管理(中國)控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 520)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**” or “**Meeting**”) of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (the “**Company**”) will be held on Friday, 24 May 2019 at 9:00 a.m. at 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, for the following purposes:

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditor of the Company and its subsidiaries for the year ended 31 December 2018.
2. To consider and, if thought fit, pass the following resolution as ordinary resolution:
  - (a) a final dividend of RMB0.096 per ordinary share of the Company of US\$0.000025 for the year ended 31 December 2018 (the “**Final Dividend**”) be and is hereby declared and that payment be made out of the credit standing to the share premium account of the Company to the shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 4 June 2019, being the record date fixed by the board of directors (the “**Board**”) for determining entitlements to the Final Dividend, in Hong Kong dollars, the exchange rate of which will be calculated based on the rate of exchange as quoted to the Company by The Hongkong and Shanghai Banking Corporation Limited at its middle rate of exchange prevailing on 24 May 2019; and
  - (b) any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents as the director may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.

3. To re-elect directors and to authorize the Board to fix the remuneration of directors of the Company (the “**Directors**”).
4. To re-appoint the auditor of the Company and authorize the Board to fix its remuneration.
5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of US\$0.000025 each in the capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which securities of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly;

for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional Shares (including the making and granting of offers, agreements and options which might require Shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares; (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds,

debentures, notes or other securities which carry rights to subscribe for or are convertible into Shares; (iii) the exercise of options granted under any share incentive plan adopted by the Company; (iv) an issue of Shares pursuant to any restricted share award scheme adopted by the Company or (v) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company, the aggregate nominal amount of the Shares allotted shall not exceed the aggregate of:

- (a) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, plus
- (b) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of ordinary resolution no. 7).

Such mandate shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”

7. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** subject to ordinary resolutions nos. 5 and 6 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

8. “**THAT** a general authority be granted to the Directors to declare and pay an interim dividend for the six months ending 30 June 2019 out of the credit standing to the Company’s share premium account to the shareholders of the Company during the period from the date of passing of this resolution until 31 December 2019 if and when the Directors consider appropriate, subject to a maximum amount equivalent

to 40% of the distributable profits of the first half of the financial year ending 31 December 2019 and the applicable provisions of the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.”

By Order of the Board  
**Ho Kuang-Chi**  
*Chairman*

Hong Kong, 23 April 2019

*Registered office:*  
Cricket Square  
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P.O. Box 2681  
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KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
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OfficePlus @Wan Chai  
No. 303 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the above Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above Meeting (i.e. before 9:00 a.m. on Wednesday, 22 May 2019) or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he so wishes, and in such event, the form of proxy will be deemed to be revoked.
3. A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
4. In the case of joint holders of any Shares, any one of such joint holders may vote at the above Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority is determined by the order in which the names stand in the register of members of the Company (the "**Register of Members**") in respect of the joint holdings.
5. On a poll, every member present in person or by proxy shall be entitled to one vote for each Share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.

6. The Board has recommended a final dividend of RMB0.096 per Share for the year ended 31 December 2018 and, if resolution no. 2 is approved, it is expected that the final dividend will be paid on or about 14 June 2019 to those shareholders whose names appear on the Register of Members at close of business on 4 June 2019. The final dividend will be declared in Renminbi and paid in Hong Kong dollars, the exchange rate of which will be calculated based on the rate of exchange as quoted to the Company by The Hongkong and Shanghai Banking Corporation Limited at its middle rate of exchange prevailing on 24 May 2019.
7. To ascertain shareholders' eligibility to attend and vote at the AGM, the Register of Members will be closed from 21 May 2019 to 24 May 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 20 May 2019.

To ascertain shareholders' entitlement to the proposed final dividend upon passing of resolution no. 2, the Register of Members will be closed from 31 May 2019 to 4 June 2019 (both days inclusive), during which period no transfer of Shares will be effected. In order to be qualified for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 30 May 2019.

8. Concerning resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the appendix to the circular of the Company dated 23 April 2019.

*As at the date of this announcement, the Board comprises Mr. HO Kuang-Chi and Ms. YANG Shuling as executive Directors; Ms. CHEN Su-Yin and Mr. ZHANG Chi (Ms. LI Jie as his alternate) as non-executive Directors; and Ms. HSIEH Lily Hui-yun, Mr. HON Ping Cho Terence and Ms. CHEUNG Sze Man as independent non-executive Directors.*