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If you are in any doubt as to any aspect of 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 Nissin Foods Company Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or the 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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**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Nissin Foods Company Limited to be held at Grand Ballroom, 2/F., Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Thursday, 6 June 2019 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting, or any adjourned meeting, should they so wish.

26 April 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Grand Ballroom, 2/F., Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Thursday, 6 June 2019 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in the Buy-back Resolution, Shares up to a maximum of 10% of the total issued Shares as at the date of passing the Buy-back Resolution
“Buy-back Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Nissin Foods Company Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance
“Director(s)”	the director(s) of the Company
“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 6, Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	17 April 2019, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nissin Japan”	Nissin Foods Holdings Co., Ltd., a company established under the law of Japan and the Company’s controlling shareholder (mainly as ascribed under the Listing Rules) whose shares are listed on the Tokyo Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of the Company with no par value
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD



Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1475)

Executive Directors:

Mr. Kiyotaka Ando
Mr. Toshimichi Fujinawa
Mr. Shinji Tatsutani
Mr. Kazuo Kawasaka
Mr. Munehiko Ono

Registered Office:

21–23 Dai Shing Street
Tai Po Industrial Estate
Tai Po
New Territories
Hong Kong

Non-executive Director:

Mr. Tong Ching Hsi

Headquarter and Principal Place of Business:

11–13 Dai Shun Street
Tai Po Industrial Estate
Tai Po
New Territories
Hong Kong

Independent Non-executive Directors:

Dr. Sumio Matsumoto
Mr. Junichi Honda
Professor Lynne Yukie Nakano

26 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information of the AGM and certain ordinary resolutions to be proposed at the AGM, including but not limited to the granting to the Directors of the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of the Directors, and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

At the annual general meeting of the Company held on 21 June 2018, a general mandate was given by the Company to the Directors to exercise the powers of the Company to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing the Issue Mandate.

As at the Latest Practicable Date, the number of the issued Shares is 1,074,319,480 Shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date and the date of passing the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate as at the date of passing the resolution approving the Issue Mandate will be 214,863,896 Shares representing not more than 20% of the total number of issued Shares.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in ordinary resolution numbers 6 and 7 respectively in the notice of AGM.

BUY-BACK MANDATE

At the annual general meeting of the Company held on 21 June 2018, a general mandate was given by the Company to the Directors to exercise the powers of the Company to buy back its own Shares. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the number of the issued Shares is 1,074,319,480 Shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date and the date of passing the Buy-back Mandate, the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate as at the date of passing the resolution approving the Buy-back Mandate will be 107,431,948 Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Buy-back Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM. The Shares which may be bought back pursuant to the Buy-back Mandate is limited to a maximum of 10% of total number of issued Shares as at the date of passing of the resolution approving the Buy-back Mandate.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buy-back Mandate, is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Shinji Tatsutani, Mr. Kazuo Kawasaka, Mr. Munehiko Ono, Mr. Tong Ching Hsi, Dr. Sumio Matsumoto, Mr. Junichi Honda and Professor Lynne Yukie Nakano.

LETTER FROM THE BOARD

Pursuant to Article 107 of the Articles of Association, one-third of the Directors shall retire from office by rotation at annual general meeting and be eligible for re-election. Accordingly, Mr. Tong Ching Hsi, Dr. Sumio Matsumoto and Mr. Junichi Honda will retire by rotation from office at the AGM and will, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 112 of the Articles of Association, Mr. Toshimichi Fujinawa and Mr. Kazuo Kawasaki, being new Directors appointed on 3 July 2018, shall hold office until the conclusion of the AGM and being eligible, shall offer themselves for re-election.

The nomination committee and the Board have reviewed the annual written confirmation of independence of Dr. Sumio Matsumoto and Mr. Junichi Honda and assessed their independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. Both of them do not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. The nomination committee and the Board are also not aware of any circumstance that might influence Dr. Sumio Matsumoto and Mr. Junichi Honda in exercising independent judgment and are satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive director. On this basis, both Dr. Sumio Matsumoto and Mr. Junichi Honda are considered independent. The nomination committee nominated Dr. Sumio Matsumoto and Mr. Junichi Honda to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, the Board proposed that they stand for re-election as independent non-executive directors at the AGM.

Dr. Sumio Matsumoto has extensive experience in health and medicine while Mr. Junichi Honda has extensive experience in finance and accounting. The Board believes that the skills and experiences they acquired from a different background will be able to bring valuable contribution to the Group.

Biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and re-election of the Directors is set out on pages 14 to 18 of this circular.

To the best of the Directors' knowledge, information and belief, as at the Latest Practical Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nissingroup.com.hk). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish and in such event, the proxy form shall be deemed to be revoked.

RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular, including the proposals to re-elect the Directors, to re-appoint the Company's auditor, and to grant to the Directors the Issue Mandate and the Buy-back Mandate are in the best interests of the Company as well as to its Shareholders. Accordingly, the Board recommends that all the Shareholders should vote in favour of all the relevant resolutions to be proposed at the AGM to give effect to them.

Yours faithfully

For and on behalf of the Board

Kiyotaka Ando

Chief Executive Officer and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 5 in respect of the approval of the Buy-back Mandate.

This appendix constitutes a memorandum required under Section 239(2) of the Companies Ordinance.

1. EXERCISE OF BUY-BACK MANDATE

Exercise in full of the Buy-back Mandate, on the basis of 1,074,319,480 Shares in issue at the Latest Practicable Date, could result in up to 107,431,948 Shares being bought by the Company during the period up to (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 the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Buy-back by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR BUY-BACKS

Although the Directors have no present intention to buyback any Shares, the Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such buy-back may, depending on market conditions and funding arrangements of the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

Any buy-backs will only be funded out of funds of the Company legally available for such purpose in accordance with the Articles of Association and the Companies Ordinance. The Companies Ordinance provides that payment in respect of a share buy-back may be made out of the Company's distributable profit and/or out of the proceeds of a new issue of Shares made for the purpose of the buy-back.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2018 in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Group, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to buy back Shares pursuant to the Buy-back 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 could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, Nissin Japan was interested in 752,024,000 Shares, representing 70.00% of the total issued Shares. Based on such shareholdings and in the event that the Directors exercised in full the power to buy back Shares pursuant to the Buy-back Mandate, the shareholding of Nissin Japan would be increased to approximately 77.78% of the total issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to below the prescribed minimum percentage of 25% as required by the Listing Rules.

The Directors will use their best endeavours to ensure that the Buy-back Mandate will not be exercised to the extent that the number of Shares held by the public being reduced to less than the public float percentage of 25% of the issued Share of the Company as required under the Listing Rules.

6. BUY-BACK OF SHARES MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

7. SHARE PRICES

The highest and lowest traded prices in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
April 2018	4.16	3.38
May 2018	5.30	3.87
June 2018	5.13	4.20
July 2018	4.57	3.98
August 2018	4.35	3.20
September 2018	3.70	3.31
October 2018	3.92	3.20
November 2018	3.80	3.31
December 2018	3.76	3.50
January 2019	3.70	3.32
February 2019	4.14	3.56
March 2019	4.53	3.80
April 2019 (<i>up to the Latest Practicable Date</i>)	4.76	4.38

The following are the particulars of the Directors proposed to be re-elected at the AGM:

1. **Mr. Toshimichi Fujinawa**, aged 59, has been appointed as Executive Director since 3 July 2018. He is currently a director of Nissin Foods (H.K.) Management Company Limited, Winner Food Products Limited, Kagome Nissin Foods (H.K.) Co., Limited, Dongguan Nissin Packaging Co., Ltd., and Zhuhai Golden Coast Winner Food Products Limited, all of which are subsidiaries of the Company, and is responsible for overseeing and managing overall research and development functions of the Group. Before joining the Group, Mr. Fujinawa joined Nissin Japan since 1982, with his last position being the executive officer and deputy head of NISSIN Global Innovation Center of Nissin Japan. Between April 2008 and March 2014, Mr. Fujinawa served as deputy managing director of research and development division of the Company. Mr. Fujinawa has extensive experience in the fields of research and development related to food products. He obtained a Bachelor of Agriculture degree from Obihiro University of Agriculture and Veterinary Medicine in Japan in March 1982.

Mr. Fujinawa has entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 3 July 2018. He is also subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association. His remuneration is to be determined by the Board based on the recommendations of the remuneration committee of the Company and to be authorised by the Shareholders at the AGM with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Mr. Fujinawa received a total emolument of approximately HK\$1,304,000 for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Fujinawa is interested in 1,246 shares in Nissin Japan under the employee share ownership association as the nominee of Mr. Fujinawa.

2. **Mr. Kazuo Kawasaki**, aged 54, has been appointed as Executive Director since 3 July 2018. He is currently a director of Nissin Foods (China) Holding Co., Ltd. and Zhejiang Nissin Foods Company Limited, both being subsidiaries of the Company, and is responsible for overseeing and managing operations of sales of “NISSIN (日清)” brand products in the PRC. Before joining the Group, Mr. Kawasaki joined Nissin Japan since 1988 with his last position being the assistant general manager in the marketing department of Nissin Japan. Between 2007 and 2015, Mr. Kawasaki has been a director of certain subsidiaries of the Group for overseeing the sales and marketing functions in the PRC. Mr. Kawasaki has extensive experience in the fields of sales, marketing and management. He obtained a Bachelor of Business Administration degree from Ritsumeikan University in Japan in March 1988.

Mr. Kawasaka has entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 3 July 2018. He is also subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association. His remuneration is to be determined by the Board based on the recommendations of the remuneration committee of the Company and to be authorised by the Shareholders at the AGM with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Mr. Kawasaka received a total emolument of approximately HK\$1,277,000 for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Kawasaka is interested in a total of 4,148 shares in Nissin Japan, of which (i) 2,248 shares were held under Nissin Japan's employee share ownership association as the nominee of Mr. Kawasaka and (ii) 1,900 shares were held by him beneficially.

3. **Mr. Tong Ching Hsi**, aged 83, has been appointed as Non-executive Director since 17 March 2016. Mr. Tong is responsible for providing advice on business development and making recommendations on corporate governance practice of the Group. Mr. Tong obtained a Bachelor of Mechanical Engineering degree from Waseda University in Japan in October 1965. In 1965, Mr. Tong founded Ability Enterprise Co., Ltd. (listed on Taiwan Stock Exchange; stock code 2374). In 1987, Mr. Tong founded Ability Investment Co., Ltd.. Mr. Tong is one of the founders of Abico Group and has been working in Abico Group for around 52 years.

Mr. Tong is currently the president of Abico Group, the chairman of the board of directors of Ability Investment Co., Ltd. and directors of Ability I Venture Capital Corporation as well as Abico Asia Capital Corporation. Other than the aforesaid, he was a director of Ability Enterprise Co., Ltd. (listed on Taiwan Stock Exchange; stock code 2374), AVY Precision Technology Inc. (listed on Taipei Exchange; stock code 5392) and HiTi Digital, Inc. (listed on Taiwan Stock Exchange; stock code 3494) between 26 January 2010 and 14 March 2014, and an independent director of TPK Holding Co., Ltd. (listed on Taiwan Stock Exchange; stock code 3673) between 8 January 2010 and 21 May 2013.

Mr. Tong is also currently the vice-president of the Taiwan Japan Association for Business Communication and council member of Taiwan-Japan Relations Association. Mr. Tong is the father-in-law of Mr. Kiyotaka Ando, Executive Director, Chairman of the Board and Chief Executive Officer.

Mr. Tong entered into an appointment letter with the Company as Non-executive Director for a term of 3 years from 11 December 2017. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. His remuneration is to be determined by the Board based on the recommendations of the remuneration committee of the Company and to be authorized by the Shareholders at the AGM with reference to his duties and responsibilities with the Company, performance of the Group and the prevailing market practices. Mr. Tong received a director's fee of HK\$200,000 for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Tong did not have any interest in the Shares within the meaning of Part XV of the SFO.

4. **Dr. Sumio Matsumoto**, aged 71, has been appointed as Independent Non-executive Director since 21 November 2017. He is a member of each of the audit committee, remuneration committee and nomination committee of the Company. Dr. Matsumoto obtained a Bachelor degree of Medicine from the School of Medicine of Keio University in Japan in March 1973 and further obtained a Doctor of Medicine degree from the same University in October 1981. From 1973 to 1984, Dr. Matsumoto worked in Keio University with his last position being teaching assistant of the School of Medicine. From 1980 to 1982, Dr. Matsumoto was employed by National Hospital Organization Kanagawa Hospital as surgeon. From 1982 to 2005, Dr. Matsumoto worked in Fujita Health University with his last position being the President of the Banbuntane Hotokukai Hospital of Fujita Health University. After his departure from Fujita Health University, Dr. Matsumoto worked in Tokyo Medical Center of the National Hospital Organization between 2005 and 2014, with his last position being the President.

Dr. Matsumoto is currently a member of the Promotion of New Strategy Expert Committee, an expert member of the Japanese Government Procurement Review Board and a member of the Next-generation Information and Communication Technology Council and an advisor of Ministry of Health, Labor and Welfare.

Dr. Matsumoto entered into an appointment letter with the Company as Independent Non-executive Director for a term of 3 years from 11 December 2017. He is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association. His remuneration is to be determined by the Board based on the recommendations of the remuneration committee of the Company and to be authorized by the Shareholders at the AGM with reference to his duties and responsibilities with the Company, performance of the Group and the prevailing market practices. Dr. Matsumoto received a director's fee of HK\$200,000 for the year ended 31 December 2018.

As at the Latest Practicable Date, Dr. Matsumoto did not have any interest in the Shares within the meaning of Part XV of the SFO.

5. **Mr. Junichi Honda**, aged 72, has been appointed as Independent Non-executive Director since 21 November 2017. He is the chairman of each of the audit committee and remuneration committee and a member of the nomination committee of the Company. Mr. Honda obtained a Bachelor of Commerce degree from the Faculty of Business and Commerce of Keio University in Japan in March 1970 and obtained a Master degree majoring in management and accountancy from the Graduate School of Business and Commerce of the same University in March 1974. Mr. Honda was qualified as a Certified Public Accountant in Japan in 1980. He has over 36 years of experience in finance and accounting. In July 1974, Mr. Honda joined Chuo Kaikei Jimusho Audit Firm as an accountant. From October 1983 to March 1987, Mr. Honda worked as an accountant in Deutsche Treuhand Gesellschaft Audit Firm. From April 1987 to December 2011, Mr. Honda worked in Deloitte Touche Tohmatsu with his last position being a partner.

Mr. Honda served as guest professor of the Graduate School of International Accounting of Chuo University, teaching international accounting course from April 2002 to March 2007. From April 2010 to March 2012, Mr. Honda served as part time instructor of the Graduate School of Management of Tamagawa University. From August 2015 to July 2016, Mr. Honda served as an examiner of the disciplinary board of the Japanese Institute of Certified Public Accountants. He is currently a director of Hattori Gakuen, Incorporated School Institute.

Mr. Honda entered into an appointment letter with the Company as Independent Non-executive Director for a term of 3 years from 11 December 2017. He is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association. His remuneration is to be determined by the Board based on the recommendations of the remuneration committee of the Company and to be authorized by the Shareholders at the AGM with reference to his duties and responsibilities with the Company, performance of the Group and the prevailing market practices. Mr. Honda received a director's fee of HK\$200,000 for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Honda did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, at the Latest Practicable Date each of the above Directors (i) was not related to any other Director, senior management, substantial Shareholders or controlling Shareholders or other members of the Group; (ii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iii) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors and there are no information that should be disclosed pursuant to rules 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1475)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Nissin Foods Company Limited (the “Company”) will be held at Grand Ballroom, 2/F., Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong, on Thursday, 6 June 2019 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, reports of the directors and independent auditor for the year ended 31 December 2018.
2. To declare a final dividend.
3. (a) To re-elect directors.

(b) To authorise the board of directors to fix the remuneration of directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix its remuneration.

SPECIAL BUSINESS

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

“THAT:

- (a) subject to paragraph (b) 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 buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities 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 in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be bought-back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as of the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 articles of association of the Company to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“THAT:

(a) subject to paragraph (c) below and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules, 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 additional shares of the Company or securities convertible into shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants, bonds and debentures of the Company or any securities which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; shall not exceed 20% of the total number of issued shares of the Company (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 law or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares (including bonds, warrants and debentures convertible into shares of the Company) open for a period fixed by the Directors to the holders of shares of the Company on the register of members of the Company (and, when appropriate, to holders of other securities of the Company authorised to the offer) on a fixed record date in proportion to their then holdings of such shares (or when appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient (but in compliance with the relevant provisions of the Listing Rules) in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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

“**THAT** subject to the passing of the resolution nos. 5 and 6 above, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution no. 6 set out above be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 5 set out above, provided that such amount of shares so bought back shall not exceed 10% of the total number of issued shares of the Company (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) as at the date of the said resolution.”

By order of the Board

Kiyotaka Ando

Chief Executive Officer and Executive Director

Hong Kong, 26 April 2019

Notes:

- (1) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- (2) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).
- (3) Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (4) The register of members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attendance and vote at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (at its address shown in Note 2 above) no later than 4:30 p.m. on Friday, 31 May 2019.
- (5) The register of members will be closed from Monday, 17 June 2019 to Wednesday, 19 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (at its address shown in Note 2 above) no later than 4:30 p.m. on Friday, 14 June 2019.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the AGM will be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

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- (7) With regard to ordinary resolution no. 3 in this notice, details of the retiring Directors, namely, Mr. Toshimichi Fujinawa, Mr. Kazuo Kawasaki, Mr. Tong Ching Hsi, Dr. Sumio Matsumoto and Mr. Junichi Honda who are offering themselves for re-election as Directors, are set out in the Appendix II to the circular to shareholders of the Company.
- (8) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, Executive Directors are Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Shinji Tatsutani, Mr. Kazuo Kawasaki and Mr. Munehiko Ono; Non-executive Director is Mr. Tong Ching Hsi; and Independent Non-executive Directors are Dr. Sumio Matsumoto, Mr. Junichi Honda and Professor Lynne Yukie Nakano.