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If you have sold or transferred all your shares in TANSH Global Food Group Co., Ltd, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Global Food Group Co., Limited

TANSH Global Food Group Co., Ltd

國際天食集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3666)

**SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF
A DIRECTOR AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 29 April 2019 and the notice convening an annual general meeting of the Company to be held at Shanghai Min Restaurant on the 3rd Floor, Man Yee Bldg, 60–68 Des Voeux Rd Central, Hong Kong on Friday, 28 June 2019 at 10:30 a.m. A supplemental notice of the annual general meeting of the Company is set out on pages 6 to 7 of this supplemental circular. A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the form of proxy will be deemed to be revoked.



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Executive Directors:

Ms. WANG Huimin (*Chairlady*)

Mr. SUN Yong (*Chief Executive Officer*)

Ms. Baixuan Tiffany WANG

Ms. ZHU Xiaoxia

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111

Cayman Islands

Non-executive Directors:

Ms. WANG Huili

Ms. WU Wen

Headquarters:

2F East Building

No. 777 Jiamusi Road

Yangpu District, Shanghai

The People's Republic of China

Independent Non-executive Directors:

Dr. WU Chun Wah

Mr. LUI Wai Ming

Mr. ZHANG Zhenyu

Principal place of business

in Hong Kong:

Room 801-802

Shui On Centre

6-8 Harbour Road

Wan Chai

Hong Kong

12 June 2019

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF
A DIRECTOR AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 29 April 2019 (the “**Circular**”) which contains, among others, the notice of the Annual General Meeting (the “**Original Notice of AGM**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the resolution to be proposed at the Annual General Meeting to approve the re-election of a Director who was appointed after the Latest Practicable Date and accordingly will retire at the Annual General Meeting pursuant to the Articles of Association, and to give you a supplemental notice of the Annual General Meeting and the Revised Proxy Form.

RE-ELECTION OF DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 20 May 2019 in relation to the appointment of Mr. Zhang Zhenyu (“**Mr. Zhang**”) as an independent non-executive Director with effect from 20 May 2019, according to Article 83(3) of the Articles of Association, any Director appointed as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Zhang shall retire from office as a Director at the Annual General Meeting and he, being eligible, offers himself for re-election. Mr. Zhang will be subject to retirement by rotation and re-election at an annual general meeting at least once every three years.

The biographical details of Mr. Zhang are set out below:

Mr. Zhang, aged 45, has more than 20 years of experience in legal and corporate compliance field. During October 2012 to February 2019, Mr. Zhang served as the chief legal counsel of Asia Pacific Region and chief compliance officer of China region for Thermo Fisher Scientific Inc, whose securities are listed on the New York Stock Exchange (stock code: TMO). During April 2008 to March 2011, Mr. Zhang served as legal counsel and chief compliance officer of Great China region for Sandoz AG, a company incorporated in Switzerland and a global research-based pharmaceutical and nutrition group. Before serving Sandoz AG, Mr. Zhang has also acted as in-house legal counsel for TOM Group Limited, Sony Music group and Shanghai Huahong Group Co., Ltd.

Mr. Zhang obtained a bachelor’s degree in laws from East China University of Political Science and has been awarded with a Diploma in Beijing International MBA from Peking University.

Mr. Zhang has entered into a service agreement with the Company for a term of three years commencing from the date of his appointment. He is subject to re-election at the next following annual general meeting of the Company after his appointment, and subsequently retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Zhang will be entitled to HKD288,000 per annum as service fee for his appointment as an independent non-executive Director. The remuneration of Mr. Zhang as an independent non-executive Director is determined by the Board with regard to his duties and responsibilities, the recommendation made by the remuneration committee of the Company and the prevailing market conditions.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Zhang (i) does not hold any position within the Company or other members of the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules on the Stock Exchange of the Company; (iii) has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; and (iv) does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information related to the appointment of Mr. Zhang that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY

Since the Original Notice of AGM and the form of proxy (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Zhang as a Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting is set out on pages 6 to 7 of this supplemental circular and the Revised Form of Proxy is enclosed with this supplemental circular to include such proposed resolution.

Whether or not the Shareholders are able to attend the Annual General Meeting, they are requested to complete the enclosed Revised Form of Proxy and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 (the “**Closing Time**”). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Revised Form of Proxy is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Zhang as a Director as set out in the supplemental notice of the Annual General Meeting and the Revised Form of Proxy, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.

LETTER FROM THE BOARD

- (ii) if the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) if the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the Share Registrar before the Closing Time.

VOTING BY POLL

Pursuant to Rule 13.39 (4) of the Listing Rules and article 66 of the Articles of Association, at any general meeting a resolution put to vote of the Shareholders is to be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Zhang as a Director is in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully
By order of the Board
TANSH Global Food Group Co., Ltd
WANG Huimin
Chairlady

12 June 2019

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of TANSH Global Food Group Co., Ltd (the “**Company**”) dated 29 April 2019 (the “**Original Notice of AGM**”), which set out details of the resolutions to be considered by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting to be held at Shanghai Min Restaurant on the 3rd Floor, Man Yee Bldg, 60–68 Dex Voeux Rd Central, Hong Kong on Friday, 28 June 2019 at 10:30 a.m. (the “**AGM**”). This supplemental notice shall be read together with the Original Notice of AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice of AGM, the AGM will be held to consider and, if thought fit, pass following resolution as ordinary resolution:

“6. To re-elect Mr. Zhang Zhenyu as independent non-executive Director of the Company.”

By order of the Board
TANSH Global Food Group Co., Ltd
WANG Huimin
Chairlady

Hong Kong, 12 June 2019

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Headquarters:

2F East Building
No. 777 Jiamusi Road
Yangpu District, Shanghai
The People's Republic of China

Principal place of business in Hong Kong:

Room 801-802
Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A revised form of proxy containing the ordinary resolution numbered 6 is enclosed with the supplemental circular of the Company dated 12 June 2019 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Revised Form of Proxy” on pages 3 to 4 of the Supplemental Circular for arrangements on the completion and submission of the revised form of proxy.
2. Please refer to the Original Notice of AGM for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.
3. As at the date of this notice, the executive directors of the Company are Ms. WANG Huimin, Mr. SUN Yong, Ms. Baixuan Tiffany WANG and Ms. ZHU Xiaoxia; the non-executive directors of the Company are Ms. WANG Huili and Ms. WU Wen; and the independent non-executive directors of the Company are Dr. WU Chun Wah, Mr. LUI Wai Ming and Mr. ZHANG Zhenyu.