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Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1475)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 Friday, 5 June 2020 at 11:15 a.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same date and at the same place, whichever is later) for the purpose of considering and, if thought fit, with or without amendment, passing the following resolution:

ORDINARY RESOLUTION

“THAT:

- (i) the proposed annual cap amounts for the three years ending 31 December 2020, 2021 and 2022 as set out in the Company’s circular dated 5 May 2020 (the “Circular”) in respect of the transactions contemplated under the master agreement in connection with the procurement of raw materials and products entered into between the Company and Nissin Foods Holdings Co., Ltd. on 21 November 2017 (the “Revised Annual Caps”) be and are hereby approved, confirmed and ratified; and
- (ii) any one director of the Company be and is hereby authorised to do all acts and things, take such necessary actions and to approve, execute and deliver all deeds, agreements and documents in relation to the Revised Annual Caps on behalf of the Company which he/she (or his/her properly appointed attorney) may consider necessary.”

By order of the Board

Kiyotaka Ando

Chief Executive Officer and Executive Director

Hong Kong, 5 May 2020

Notes:

1. The register of members of the Company will be closed from Tuesday, 2 June 2020 to Friday, 5 June 2020 (both day inclusive) during which period not transfer of Share(s) will be effected. In order to determine the entitlement to attend and vote at the EGM, all transfer of Share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s), either overleaf or separately, must be lodged with the share registrar of the Company 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 for registration not later than 4:30 p.m. on Monday, 1 June 2020. Shareholders whose names appear on the register of members of the Company on Tuesday, 2 June 2020 will be entitled to attend and vote at the EGM.
2. A form of proxy for use at the EGM is enclosed in the circular to the shareholders of the Company dated 5 May 2020.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
4. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and vote in his or her stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
5. In order to be valid, the form of proxy 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, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
6. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. 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; and Independent Non-executive Directors are Dr. Sumio Matsumoto, Mr. Junichi Honda, Professor Lynne Yukie Nakano and Mr. Toshiaki Sakai.