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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **CHINA PUTIAN FOOD HOLDING LIMITED**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHINA PUTIAN FOOD HOLDING LIMITED**

**中國普甜食品控股有限公司**

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

**(Stock Code: 1699)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES  
(2) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Putian Food Holding Limited to be held at theDesk Strand 50, 2/F, 50 Bonham Strand, Sheung Wan, Hong Kong on 30 July 2020, Thursday, at 2:30 p.m. (Hong Kong time) is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying proxy form 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at theDesk Strand 50, 2/F, 50 Bonham Strand, Sheung Wan, Hong Kong, on 30 July 2020, Thursday, at 2:30 p.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 15 June 2020 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including executive Directors, non-executive Directors and independent non-executive Directors)
“Company”	China Putian Food Holding Limited (中國普甜食品控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1699)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to the Directors to allot and issue such number of Shares not exceeding 20% of the aggregate number of issued Shares as at the date of approval of the mandate
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“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 PRC
“Latest Practicable Date”	27 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase such number of Shares not exceeding 10% of the aggregate number of issued Shares as at the date of approval of the mandate
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“subsidiary/subsidiaries”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission, as revised from time to time
“%”	per cent.



**CHINA PUTIAN FOOD HOLDING LIMITED**

**中國普甜食品控股有限公司**

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

**(Stock Code: 1699)**

*Executive Directors:*

Mr. Cai Chenyang (*Chairman*)  
Mr. Cai Haifang  
Ms. Ma Yilin

*Non-Executive Directors:*

Mr. Cheng Lian (Appointed on 5 July 2019)  
Mr. Cai Zhiwei (Appointed on 5 July 2019)

*Independent Non-Executive Directors:*

Mr. Cai Zirong  
Mr. Wang Aiguo  
Mr. Xue Chaochao (Appointed on 5 July 2019)

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

No. 3312, 33rd Floor, West Tower  
Shun Tak Centre  
No. 168–200 Connaught Road Central  
Hong Kong

15 June 2020

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES  
(2) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval:

1. the granting to the Directors of the General Mandate;

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## LETTER FROM THE BOARD

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2. the granting to the Directors of the Repurchase Mandate;
3. the granting to the Directors of the General Extension Mandate; and
4. the re-election of Directors.

### 2. VARIOUS MANDATES

On 28 June 2019, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the AGM.

#### (a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares was 1,889,000,000, and all of the issued Shares were fully paid-up. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, the exercise in full of the General Mandate could result in a new issue of up to 377,800,000 Shares. There is no present intention for any issuance of Shares pursuant to the General Mandate.

#### (b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 1,889,000,000 fully paid-up issued Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 188,900,000 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

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## LETTER FROM THE BOARD

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### (c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate such number of Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 83(3) of the Articles, any Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after the appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 84 of the Articles, at each annual general meeting of the Company, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the corporate governance code of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM and all of them being eligible will offer themselves for re-election at the AGM.

Name	Position
(a) Mr. Cheng Lian	Non-executive Director
(b) Mr. Cai Zhiwei	Non-executive Director
(c) Mr. Xue Chaochao	Independent non-executive Director
(d) Mr. Cai Zirong	Independent non-executive Director
(e) Mr. Cai Haifang	Executive Director

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## LETTER FROM THE BOARD

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Based on the Board resolution passed on 29 May 2020, if re-elected at the AGM, Mr. Cheng Lian, Mr. Cai Zhiwei, Mr. Xue Chaochao, Mr. Cai Zirong and Mr. Cai Haifang will hold office until the conclusion of the annual general meeting of the Company of 2023. Notwithstanding the aforesaid, if re-elected, all aforesaid Directors will be subject to rotation, removal, vacation or termination of their offices as Directors, or the disqualification to act as a Director as set out in the Articles, the laws of the Cayman Islands and/or the Listing Rules.

The particulars of the aforesaid Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The AGM Notice is set out on pages 15 to 18 of this circular and a proxy form for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

The Hong Kong branch register of members of the Company will be closed from 24 July 2020, Friday, to 30 July 2020, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered during the said period. In order to qualify to attend and vote at the AGM, all transfers 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. (Hong Kong time) on 23 July 2020, Thursday.

#### **6. VOTING BY POLL**

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

### 8. RESPONSIBILITY OF THE DIRECTORS

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.

### 9. GENERAL

The Board confirms that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**China Putian Food Holding Limited**  
**Cai Chenyang**  
*Chairman*

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 1,889,000,000, and all of the issued Shares were fully paid-up.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 188,900,000 Shares, representing 10% of the aggregate number of issued Shares as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Articles and the laws of the Cayman Islands.

Under the laws of the Cayman Islands, any repurchase by the Company may be made out of profits or the share premium account of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“Companies Law”), out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits of the Company or the Company’s share premium account or subject to the provisions of the Companies Law, out of capital.

On the basis of the combined net tangible assets of the Group as at 31 December 2019, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase 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. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING**

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,889,000,000 to 1,700,100,000.

As at the Latest Practicable Date, Mr. Cai Chenyang, through Zhan Rui Investments Limited, his solely owned company, held 1,006,000,000 Shares representing 53.26% of the total number of issued Shares.

If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Mr. Cai Chenyang in aggregate would be increased from 53.26% to approximately 59.17% as a result of a decrease in the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float falling below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

**5. SHARE PRICE**

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

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<i>2019</i>		
May	0.385	0.295
June	0.400	0.330
July	0.395	0.270
August	0.300	0.205
September	0.305	0.207
October	0.330	0.265
November	0.335	0.265
December	0.335	0.275
<i>2020</i>		
January	0.330	0.275
February	0.290	0.255
March	0.285	0.250
April	0.275	0.242
May (up to the Latest Practicable Date)	0.260	0.200

**6. REPURCHASE OF SHARES**

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

**7. GENERAL**

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

**1. Mr. Cheng Lian (程利安)**

Mr. Cheng Lian (程利安), aged 38, obtained his master's degree in business administration in University of Chinese Academy of Sciences in 2013. He has around 7 years of experience in accounting and financial management and management of farming industry. He has been a vice general manager of Beijing Beijiao State Farm Company Limited\* (北京市北郊農場有限公司) since September 2016.

**2. Mr. Cai Zhiwei (蔡之偉)**

Mr. Cai Zhiwei (蔡之偉), aged 28, obtained his master's degree in Business Finance in Queen Mary University of London in 2015. He has over 3 years of experience in financial management. From July 2016 to October 2018, he was a senior manager of fixed income department of BOC International (China) Co., Ltd. Since February 2019, he has been an analyst of investment banking department of BOCI Asia Limited. He is the son of Mr. Cai Chenyang, who is an executive Director, the chairman, the chief executive officer and a controlling shareholder of the Company.

**3. Mr. Xue Chaochao (薛抄抄)**

Mr. Xue Chaochao (薛抄抄), aged 37, obtained his master's degree in engineering thermophysics in University of Shanghai for Science and Technology in 2009. Mr. Xue is a qualified senior accountant. Mr. Xue also has a certificate of accounting professional and the investment fund industry practice certificate awarded by Langfang Municipal Finance Bureau and Asset Management Associate of China respectively. Mr. Xue has around 11 years of experience in business and financial management. From September 2009 to February 2014, Mr. Xue was the investment manager of the strategy management department in China Energy Conservation and Environmental Protection Group. From February 2014 to March 2016, Mr. Xue was the vice supervisor of the strategy investment department in CECEP Environmental Protection Investment Development (Jiangxi) Co., Ltd\* (中節能環保投資發展(江西)有限公司). From March 2016 to March 2019, Mr. Xue was the executive general manager of the energy conservation and environmental protection department in NNFE Fund Management (Beijing) Co., Ltd\* (新毅投資基金管理(北京)有限公司). Since March 2019, Mr. Xue has been the partner of Beijing Golden Spring Capital Management Co., Ltd\* (北京國瑞金泉資本管理有限公司).

**4. Mr. Cai Zirong (蔡子榮)**

Mr. Cai Zirong (蔡子榮), aged 68, has been an independent non-executive Director since 7 February 2012. He is also the chairman of the remuneration committee of the Company and a member of the nomination committee and audit committee of the Company. Mr. Cai Zirong has over 38 years of experience in financial management. In the period from June 1978 to October 1988, he was the assistant battalion chief of the Finance Unit of the Logistic Department of the 93<sup>rd</sup> Division (93師後勤部財務科正營級助理員). He had been working in the People's Bank of China

\* For identification only

as senior management for almost 24 years. He was the Deputy Governor of the People's Bank of China of Putian County from January 1990 to November 1996 and was promoted to the position of Governor in December 1996. From February 2004 to October 2006, Mr. Cai Zirong worked as the Governor of the People's Bank of China of Xianyou County (仙游縣). He was elected as a representative of the 4<sup>th</sup> People's Congress of Putian City from year 2001 to 2005. Since September 2006, he has been of the rank of Section Chief of the publicity department of Putian City centre branch of the People's Bank of China. Mr. Cai Zirong graduated from People's Liberation Army Nanchang Army School (中國人民解放軍南昌陸軍學校) (now known as People's Liberation Army Nanchang Army College (中國人民解放軍南昌陸軍學院)) with a certificate in finance in 1985.

#### 5. Mr. Cai Haifang (蔡海芳)

Mr. Cai Haifang (蔡海芳), aged 41, is a cousin of Mr. Cai Chenyang, an executive Director. Mr. Cai Haifang has been an executive Director since 7 February 2012.

He worked for Anhui Tianyi as the deputy chief of the sourcing office responsible for materials sourcing and costs control from around 2001 to April 2005. He joined Fujian Tianyi as the deputy chief of the sourcing office in 2005 assisting the establishment of Fujian Tianyi. From 2006 to 2008, he was the manager of the sourcing centre, where he was primarily responsible for the procurement of major assets (including production facilities and breeder hogs) for Fujian Tianyi. He was appointed as the manager of the chief executive office and the head of the sourcing department in 2008, and was responsible for the management of the sourcing department and the administration of the external affairs of Fujian Tianyi. From 2010 to January 2011, he was the assistant to the chief executive officer. In January 2011, Mr. Cai Haifang was promoted to the post of deputy chief executive officer overseeing the administrative office and the sourcing of Fujian Tianyi. In August 2015, Mr. Cai Haifang was promoted to the post of general manager of Fujian Tianyi. In 2017, Mr. Cai Haifang was promoted to the post of chairman of the board of Fujian Tianyi. Mr. Cai Haifang graduated from a secondary school in Putian, the PRC in 1997. In 2014, Mr. Cai Haifang was a college student at Putian Branch The Open University of Fujian (莆田市廣播電視大學).

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in 2019 by the above Directors to be re-elected at the AGM are set out in the table below:

<b>Directors</b>	<b>Fees</b> <i>(HK\$'000)</i>	<b>Salaries, allowances and benefits in kind</b> <i>(HK\$'000)</i>	<b>Pension scheme contributions</b> <i>(HK\$'000)</i>	<b>Total remuneration</b> <i>(HK\$'000)</i>
Mr. Cheng Lian <i>(Appointed on 5 July 2019)</i>	—	—	—	—
Mr. Cai Zhiwei <i>(Appointed on 5 July 2019)</i>	29	—	—	29
Mr. Xue Chaochao <i>(Appointed on 5 July 2019)</i>	29	—	—	29
Mr. Cai Zirong	60	—	—	60
Mr. Cai Haifang	300	83	26	409

The emoluments received in 2019 and to be received in 2020 by the above Directors to be re-elected at the AGM are/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

Under the letters of appointment of Mr. Cai Zhiwei, Mr. Xue Chaochao and Mr. Cai Zirong, each of Mr. Cai Zhiwei, Mr. Xue Chaochao and Mr. Cai Zirong is also entitled to receive an annual director's fee of HK\$60,000. Under the letter of appointment of Mr. Cheng Lian, Mr. Cheng Lian has agreed to waive his entitlement to the remuneration for the service as a non-executive Director during the appointment period. Under the service contract of Mr. Cai Haifang, Mr. Cai Haifang is entitled to receive an annual director's fee of HK\$300,000 and discretionary bonus.

**OTHER INFORMATION**

If re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices or the disqualification to act as a Director as set out in the Articles, the laws of the Cayman Islands and the Listing Rules. Save as disclosed herein, (i) the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas and did not, as at the Latest Practicable Date, have other major appointments and professional qualifications, (ii) the above Directors did not as at the Latest Practicable Date have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, (iii) there is no information required to be disclosed pursuant to any

of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and (iv) the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.





**CHINA PUTIAN FOOD HOLDING LIMITED**

**中國普甜食品控股有限公司**

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

**(Stock Code: 1699)**

**(the “Company”)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held at 2:30 p.m. (Hong Kong time) on 30 July 2020, Thursday at theDesk Strand 50, 2/F, 50 Bonham Strand, Sheung Wan, Hong Kong for the purpose of transacting the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“**Director(s)**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2019.
2. To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the board (the “**Board**”) of Directors to fix the Auditors’ remuneration.
3. To re-elect the following Directors:
  - (a) To re-elect Mr. Cheng Lian as non-executive Director;
  - (b) To re-elect Mr. Cai Zhiwei as non-executive Director;
  - (c) To re-elect Mr. Xue Chaochao as independent non-executive Director;
  - (d) To re-elect Mr. Cai Zirong as independent non-executive Director; and
  - (e) To re-elect Mr. Cai Haifang as executive Director.
4. To authorise the Board to fix the Directors’ remuneration.

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## NOTICE OF AGM

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### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

5. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with shares in the Company (**“Shares”**) which are unissued or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the aggregate number of issued Shares as at the date of this resolution; and
- (b) 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;
  - 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

and **“Rights Issue”** means an offer of Shares open for a period fixed by the Directors to holders of Shares 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 fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF AGM

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6. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
  - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
  - (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the aggregate number of issued Shares at the date of passing this resolution; and
  - (d) 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;
    - 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
7. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 5 and 6 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 6 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5 above.”

By order of the Board  
**China Putian Food Holding Limited**  
**Cai Chenyang**  
*Chairman*

Hong Kong, 15 June 2020

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, the proxy form will be deemed to have been revoked.

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## NOTICE OF AGM

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2. A proxy form for the AGM is enclosed with the Company's circular dated 15 June 2020. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed from 24 July 2020, Friday to 30 July 2020, Thursday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong time) on 23 July 2020, Thursday.
4. With regard to resolutions no. 5 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 5 above.
5. Taking into account of the recent development of the epidemic caused by coronavirus disease COVID-19, the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the shareholders from the risk of infection:
  - i. Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.
  - ii. Every shareholder or proxy is required to wear surgical face mask throughout the meeting.
  - iii. No refreshment will be served.

Furthermore, the Company wishes to advise the shareholders, particularly shareholders who are subject to quarantine in relation to the coronavirus disease COVID-19, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions, instead of attending the AGM in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website or the HKEx News for further announcements and updates on AGM arrangements.

6. The AGM will be held on 30 July 2020, Thursday as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above or post-super typhoon extreme conditions is in force in Hong Kong at 12:30 p.m. on 30 July 2020, Thursday, the AGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same place on 31 July 2020, Friday at 2:30 p.m. instead.

*As at the date of this notice, the Board comprises Mr. CAI Chenyang, Mr. CAI Haifang and Ms. Ma Yilin as executive Directors, Mr. CHENG Lian and Mr. CAI Zhiwei as non-executive Directors and Mr. XUE Chaochao, Mr. CAI Zirong and Mr. WANG Aiguo as independent non-executive Directors.*