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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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Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1475)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
(2) FINAL DIVIDEND AND SPECIAL DIVIDEND; AND
(3) 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 1/F, Data Technology Hub, 5 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Thursday, 9 June 2022 at 10:00 a.m. is set out on pages 18 to 22 of this circular.

SPECIAL ARRANGEMENTS FOR AGM

Under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) in force as of the Latest Practicable Date, a gathering of more than two (2) persons at a public place or an event premises is currently prohibited from taking place (the "Group Gathering Prohibition"). In compliance with the Group Gathering Prohibition, **no Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person**, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. Accordingly, the quorum at the AGM will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies. Any other person who attempts to attend the AGM in person will be excluded and will not be permitted entry to the venue of the AGM. Shareholders may, however, attend and vote at the AGM through an online platform. Please refer to Appendix III to this circular headed "Special Arrangements for AGM" for further details.

Shareholders 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 17M 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 at the meeting electronically, or any adjourned meeting, should they so wish.

Due to the constantly evolving COVID-19 pandemic situation and prevailing Government's gathering and social distancing laws and regulations, the Company may make changes to arrangements relating to the AGM at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nissingroup.com.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

25 April 2022

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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 1/F, Data Technology Hub, 5 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Thursday, 9 June 2022 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 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
“Final Dividend”	the proposed final dividend of 14.56 HK cents per Share for the year ended 31 December 2021 to the Shareholders whose names appear on the Register on the Record Date
“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

DEFINITIONS

“Latest Practicable Date”	14 April 2022, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“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
“Record Date”	20 June 2022, being the record date for determining entitlements of the Shareholders to the Final Dividend and the Special Dividend
“Register”	the register of members of the Company
“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
“Share Registrar”	Computershare Hong Kong Investor Services Limited, being the Company’s share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Special Dividend”	the proposed special dividend of 2.91 HK cents per Share to the Shareholders whose names appear on the Register on the Record Date
“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 Kawasaki
Mr. Yasuhiro Yamada

Registered Office:

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

Independent Non-executive Directors:

Dr. Sumio Matsumoto
Mr. Masaru Takahashi
Professor Lynne Yukie Nakano
Mr. Toshiaki Sakai

Headquarter and Principal Place of Business:

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

25 April 2022

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
(2) FINAL DIVIDEND AND SPECIAL DIVIDEND; AND
(3) 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, the distribution of the Final Dividend and Special Dividend 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 4 June 2021, 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 was 1,043,691,480 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 208,738,296 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 4 June 2021, 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 was 1,043,691,480 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 104,369,148 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.

FINAL DIVIDEND AND SPECIAL DIVIDEND

As disclosed in the Company's annual results announcement dated 22 March 2022, in order to celebrate the 50th anniversary of the birth of *Cup Noodles* and 5th anniversary of the Company's listing in Hong Kong since the initial public offering of the Company in 2017 and taking into account that the Company has maintained relatively good operating momentum in recent years and

LETTER FROM THE BOARD

solid balance sheet, the Board has resolved to recommend the payment of the Final Dividend and Special Dividend to the Shareholders whose names appear on the Register on the Record Date. The distribution of the Final Dividend and Special Dividend are both subject to the approval by the Shareholders at the AGM and respective resolutions will be proposed to the Shareholders for voting at the AGM. If approved, the Final Dividend and Special Dividend are expected to be paid on 29 June 2022.

Closure of Register

For the purpose of determination of eligibility to attend and vote at the AGM, the Register will be closed from 6 June 2022 to 9 June 2022 both days inclusive during which no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar for registration not later than 4:30 p.m. on 2 June 2022.

For the purpose of determination of entitlements to the Final Dividend and Special Dividend, the Register will be closed from 16 June 2022 to 20 June 2022 both days inclusive during which no transfer of shares will be registered. In order to qualify for the Final Dividend and Special Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar for registration not later than 4:30 p.m. on 15 June 2022.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Shinji Tatsutani, Mr. Kazuo Kawasaki, Mr. Yasuhiro Yamada, Dr. Sumio Matsumoto, Mr. Masaru Takahashi, Professor Lynne Yuki Nakano and Mr. Toshiaki Sakai.

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. Kiyotaka Ando, Mr. Toshimichi Fujinawa and Mr. Kazuo Kawasaki 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. Yasuhiro Yamada and Mr. Masaru Takahashi who both were appointed as new Directors on 1 July 2021, shall hold office until the conclusion of the AGM and, being eligible, offer themselves for re-election.

The nomination committee and the Board have reviewed the annual written confirmation of independence of Mr. Masaru Takahashi and assessed his independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. He does 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 Mr. Masaru Takahashi in exercising independent judgment and are satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director. On this basis, Mr. Masaru Takahashi is considered independent to act as independent non-executive Director. The nomination committee nominated Mr. Masaru Takahashi to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, the Board proposed that he stands for re-election as independent non-executive Director at the AGM.

LETTER FROM THE BOARD

Mr. Masaru Takahashi has extensive experience and expertise in finance and accounting. The Board believes that the skills and experiences he acquired from a different background will be able to bring valuable contribution to the Group.

The nomination committee is of the view that each of Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Kazuo Kawasaki, Mr. Yasuhiro Yamada and Mr. Masaru Takahashi is able to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The nomination committee believes that they will continue to contribute to the continuity and stability of the Board.

Having regard to the Board's diversity policy and the nomination policy adopted by the Company, the nomination committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Kazuo Kawasaki, Mr. Yasuhiro Yamada and Mr. Masaru Takahashi, stands for re-election as Director at the AGM.

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, the distribution of the Final Dividend and Special Dividend and re-election of the Directors is set out on pages 18 to 22 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.

In compliance with the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) that are in force as at the Latest Practicable Date, the AGM will be held with the minimum number of persons present as is legally required to form a quorate meeting. Accordingly, the quorum at the AGM will be formed by Directors or other senior staff members who are Shareholders or proxies. **NO OTHER SHAREHOLDER, PROXY OR CORPORATE REPRESENTATIVE SHOULD ATTEND THE AGM IN PERSON.** Any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the AGM. Shareholders may attend and vote at the Annual General Meeting through an online platform by visiting the website http://meetings.computershare.com/NissinFoods_AGM2022.

LETTER FROM THE BOARD

Special Arrangements for the AGM of this circular, including steps to be taken by Shareholders to attend the AGM via the online platform are set out in Appendix III.

The Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to exercise his/her right to vote at the AGM in accordance with his/her instructions and to return his/her proxy form(s) to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M 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 any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to attend electronically on the day of the AGM.

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). Shareholders 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 17M 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 at the AGM electronically, 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, to grant to the Directors the Issue Mandate and the Buy-back Mandate, and to declare the Final Dividend and Special Dividend 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 1,043,691,480 Shares in issue at the Latest Practicable Date, could result in up to 104,369,148 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

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 2021 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 72.05% 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 80.06% 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.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

6. BUY-BACK OF SHARES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has bought back a total of 14,053,000 Shares on the Stock Exchange as follows:

Date	Number of Shares	Price per Share	
		Highest HK\$	Lowest HK\$
8 November 2021	500,000	5.70	5.48
9 November 2021	500,000	5.64	5.56
10 November 2021	500,000	5.58	5.52
11 November 2021	292,000	5.65	5.59
12 November 2021	400,000	5.70	5.58
15 November 2021	400,000	5.70	5.62
16 November 2021	400,000	5.72	5.63
17 November 2021	162,000	5.80	5.66
18 November 2021	400,000	5.85	5.79
19 November 2021	400,000	5.90	5.79
22 November 2021	400,000	5.85	5.78
23 November 2021	400,000	5.85	5.75
24 November 2021	400,000	5.83	5.77
25 November 2021	400,000	5.75	5.67
26 November 2021	400,000	5.74	5.66
29 November 2021	400,000	5.75	5.62
30 November 2021	400,000	5.79	5.58
1 December 2021	400,000	5.69	5.54
2 December 2021	400,000	5.64	5.54
3 December 2021	400,000	5.70	5.60
6 December 2021	400,000	5.69	5.58
7 December 2021	400,000	5.76	5.61
8 December 2021	400,000	5.82	5.74
9 December 2021	400,000	5.83	5.73
10 December 2021	400,000	5.86	5.76
6 January 2022	400,000	6.37	6.17
7 January 2022	289,000	6.37	6.28
10 January 2022	400,000	6.50	6.40
11 January 2022	400,000	6.45	6.25
12 January 2022	400,000	6.45	6.31
13 January 2022	300,000	6.42	6.26
14 January 2022	400,000	6.35	6.26
17 January 2022	400,000	6.40	6.31
18 January 2022	310,000	6.43	6.24
19 January 2022	400,000	6.42	6.34
20 January 2022	400,000	6.43	6.28

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 HK\$	Lowest Price HK\$
April 2021	6.12	5.82
May 2021	6.40	5.80
June 2021	6.40	5.85
July 2021	6.10	5.28
August 2021	5.67	4.96
September 2021	6.06	5.37
October 2021	6.10	5.65
November 2021	5.90	5.42
December 2021	6.05	5.51
January 2022	6.55	5.65
February 2022	6.10	5.50
March 2022	5.95	4.84
April 2022 (<i>up to the Latest Practicable Date</i>)	5.68	5.39

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

1. **Mr. Kiyotaka Ando**, aged 42, was appointed Director on 23 March 2009 and redesignated as Executive Director on 21 November 2017. He also acts as Chairman of the Board and Chief Executive Officer. He is the chairman of the nomination committee and member of remuneration committee of the Company. He is responsible for strategic planning and managing the overall business and operations of the Group. Mr. Ando joined the Group in March 2009 and has been a director of a number of subsidiaries of the Company. Mr. Ando obtained a Bachelor of Arts degree in Economics from Keio University in Japan in March 2004. Prior to joining the Group, Mr. Ando worked in Mitsubishi Corporation from April 2004 to December 2007. In January 2008, Mr. Ando joined Nissin Japan and its subsidiaries (“Nissin Japan Group”) as the deputy general manager of marketing division and is currently a managing officer and chief representative, East Asia of Nissin Japan, and a director of seven subsidiaries of Nissin Japan (both are non-executive in nature).

In May 2021, Mr. Ando was appointed as a guest member of the standing committee of Tier I Association and vice president of Tier II Association of Noodle Products Branch of the Chinese Institute of Foods Science and Technology. In September 2021, Mr. Ando was appointed as the chairman of the advisory committee, Nissin Foods (Hong Kong) Charity Fund. Currently, he is a non-official member of the Committee on Reduction of Salt and Sugar in Food under the Food and Health Bureau, the HKSAR Government; a director of School Management Committee, Hong Kong Japanese School and Japanese International School, Hong Kong; and a member of the advisory board of the Research Centre for Comparative Japanese Studies, The Chinese University of Hong Kong.

Mr. Ando has entered into a service agreement with the Company as Executive Director for the period from 11 December 2020 to 30 June 2023. 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. Ando received a total emolument of approximately HK\$7,053,000 for the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Ando had personal interests in 20,519,190 Shares, including spouse interests in 1,101,000 Shares. He had interests in a total of 10,030 shares of Nissin Japan, of which (i) 10,000 shares were held directly by him and (ii) 30 shares were held under Nissin Japan’s director share ownership association as the nominee of Mr. Ando.

2. **Mr. Toshimichi Fujinawa**, aged 62, has been appointed as Executive Director since 3 July 2018. He is a director of certain 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 in 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. In May 2021, Mr. Fujinawa was appointed as a member of the standing committee of Tier II Association of Noodle Products Branch of the Chinese Institute of Foods Science and Technology.

Mr. Fujinawa has entered into a service agreement with the Company as Executive Director for the period from 1 July 2021 to 30 June 2024. 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\$3,577,000 for the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Fujinawa had personal interests in 53,460 Shares and had interests in 1,296 shares in Nissin Japan under an employee share ownership association as the nominee of Mr. Fujinawa.

3. **Mr. Kazuo Kawasaka**, aged 57, has been appointed as Executive Director since 3 July 2018. He is a director of certain 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. Kawasaka joined Nissin Japan in 1988 with his last position being the assistant general manager in the marketing department of Nissin Japan. Between 2007 and 2015, Mr. Kawasaka has been a director of certain subsidiaries of the Group for overseeing the sales and marketing functions in the PRC. Mr. Kawasaka 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 Executive Director for the period from 1 July 2021 to 30 June 2024. 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\$2,762,000 for the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Kawasaka had personal interests in 35,110 Shares and 4,200 shares in Nissin Japan.

4. **Mr. Yasuhiro Yamada**, aged 64, has been appointed as Executive Director since 1 July 2021. He is also the Chief Production Officer of the Group. He is responsible for overseeing and managing overall production functions of the Group. He is a director of certain subsidiaries of the Company. Mr. Yamada obtained a Bachelor of Agriculture degree from Kobe University in Japan in March 1981. Before joining the Group, Mr. Yamada was the Chief Production Officer of Nissin Japan and oversaw its chilled and frozen foods, confectionery and beverages businesses. Mr. Yamada joined Nissin Japan in 1981 and has served in various positions in Nissin Japan.

Mr. Yamada has entered into a service agreement with the Company as Executive Director for the period from 1 July 2021 to 30 June 2024. 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. Yamada received a total emolument of approximately HK\$1,799,000 for the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Yamada had personal interests in 2,270 Shares and had interests in a total of 774 shares in Nissin Japan under an employee share ownership association as the nominee of Mr. Yamada.

5. **Mr. Masaru Takahashi**, aged 69, has been appointed as Independent Non-executive Director since 1 July 2021. He is also the chairman of audit committee and remuneration committee of the Company and a member of nomination committee of the Company. He is currently a special advisor of CENXUS GROUP, a tax accounting corporation in Japan since January 2018 and a non-executive director of Fukui Computer Holdings Inc., a company listed on the Tokyo Stock Exchange (stock code: 9790) since June 2018. Mr. Takahashi also served as a lecturer of the Graduate School of Professional Accountancy of Meiji University since April 2020.

From October 1980 to December 2017, Mr. Takahashi worked in Deloitte Touche Tohmatsu in Japan with his last position being a partner and served as a specially-appointed professor in international accounting in the Graduate School of Asia University in Japan from April 2014 to March 2020. Mr. Takahashi obtained a Bachelor of Law degree from Gakushu-in University in Japan in March 1976. He qualified as a Certified Public Accountant in Japan in 1984.

Mr. Takahashi has entered into a letter of appointment with the Company as Independent Non-executive Director for the period from 1 July 2021 to 30 June 2024. He is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association. His director's fee 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 duties and responsibilities with the Company and the prevailing market practices. Mr. Takahashi received a director's fee of HK\$125,000 for the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Takahashi 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.

Under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) in force as of the Latest Practicable Date, a gathering of more than two (2) persons at a public place or an event premises is currently prohibited from taking place (the “Group Gathering Prohibition”). In compliance with the Group Gathering Prohibition, no Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. The quorum at the AGM will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies. Any other person who attempts to attend the AGM in person will be excluded and will not be permitted entry to the venue of the AGM at 1/F, Data Technology Hub, 5 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong. However, in order to enable the Shareholders to participate in the AGM despite the Group Gathering Prohibition, the Company has made special arrangements to allow Shareholders to attend and vote at the AGM electronically through the website http://meetings.computershare.com/NissinFoods_AGM2022 (the “Online Platform”) in accordance with the instructions set out below.

ATTENDING AGM BY MEANS OF ELECTRONIC FACILITIES

Shareholders wishing to attend and vote at the AGM via the Online Platform should follow the instructions on the notification letter (the “Notification Letter”) to be sent by the Company’s share registrar, Computershare Hong Kong Investor Services Limited, together with this circular on 25 April 2022, on how to access the Online Platform. The Online Platform will be opened for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online Meeting User Guide for the AGM for assistance.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the arrangements including invitation code to access the Online Platform will be sent by the Company’s share registrar, Computershare Hong Kong Investor Services Limited to the e-mail addresses of the non-registered Shareholders provided by the Intermediary. Without the invitation code, non-registered Shareholders will not be able to participate or vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary to pass their email address to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited who can then send the invitation code to them by email.

The Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to exercise his/her right to vote at the AGM in accordance with his/her instructions and to return his/her proxy form(s) to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M 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 any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to attend electronically on the day of the AGM.

Completion and return of the form of proxy will not preclude a member from attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

For those non-registered Shareholders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.

Shareholder and non-registered Shareholder should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO AGM

If you wish to pose questions in advance of the AGM, these can be submitted to the Company from 10:00 a.m. on 30 May 2022 to 10:00 a.m. on 7 June 2022. Contact information is as follows:

Email : agm@nissinfoods.com.hk

Address : 11-13 Dai Shun Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong

You can also submit questions during the AGM through the Online Platform. Due to time constraints, unanswered questions may be responded after the AGM as many as possible.

POSSIBLE CHANGES

Subject to the development of the COVID-19 pandemic and prevailing Government's gathering and social distancing laws and regulations, the Company may make changes to the meeting arrangements for the AGM at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nissingroup.com.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

If Shareholders have any questions relating to the AGM or registration process, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at Tel: (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

NOTICE OF AGM



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 1/F, Data Technology Hub, 5 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong, on Thursday, 9 June 2022 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 2021.
2. (a) To declare a final dividend of 14.56 HK cents per share of the Company for the year ended 31 December 2021.

(b) To declare a special dividend of 2.91 HK cents per share of the Company.
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 (the “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

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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;

- (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;
- (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

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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 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

(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).”

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

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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 of the date of the passing of said resolution.”

By order of the Board

Kiyotaka Ando

Chief Executive Officer and Executive Director

Hong Kong, 25 April 2022

Notes:

- (1) Under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) that are in force as at the latest practicable date before the printing of this Notice of AGM, physical annual general meetings are not permitted. The AGM will be held at 1/F, Data Technology Hub, 5 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong with the minimum number of persons present as is legally required to form a quorate meeting. Accordingly, the quorum at the AGM will be formed by Directors or other senior staff members who are Shareholders or proxies by Directors or other senior staff members who are Shareholders or proxies. No other shareholder, proxy or corporate representative should attend the AGM in person.
- (2) We are enabling Shareholders to attend and vote at the AGM electronically through the website http://meetings.computershare.com/NissinFoods_AGM2022 (“Online Platform”), which can be accessed from any location with internet connection by a smart phone, tablet device or computer. The Company will implement arrangements at the AGM in compliance with the laws and regulations in Hong Kong in relation to the prevention of the COVID-19. Shareholders are advised to read the pages 16 to 17 of the circular for details of the special arrangements for the AGM.
- (3) 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. Shareholders can appoint the chairman of the AGM or other persons as the proxies by providing their email address for receiving the designated invitation code to attend and vote on their behalf via the Online Platform. A proxy need not be a shareholder of the Company.
- (4) Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting at the AGM electronically, or any adjourned meeting, should they so wish.
- (5) 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 17M 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).
- (6) The register of members of the Company will be closed from 6 June 2022 to 9 June 2022, 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 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) no later than 4:30 p.m. on 2 June 2022.
- (7) The register of members will be closed from 16 June 2022 to 20 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (at its address shown in Note 6 above) no later than 4:30 p.m. on 15 June 2022.

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- (8) 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.
- (9) With regard to ordinary resolution no. 3 in this notice, details of the retiring Directors, namely, Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Kazuo Kawasaki, Mr. Yasuhiro Yamada and Mr. Masaru Takahashi who are offering themselves for re-election as Directors, are set out in the Appendix II to the circular to shareholders of the Company.
- (10) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong, the People's Republic of China and Japan to prevent the spread of the COVID-19, certain Directors of the Company may attend the AGM through video conference or similar electronic means.
- (11) Completion and return of the form of proxy will not preclude a member from attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (12) For voting at the AGM via the Online Platform, Shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. If you have any queries on the above, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
- (13) Subject to the development of the COVID-19 pandemic and prevailing Government's gathering and social distancing laws and regulations, the Company may make changes to the meeting arrangements for the AGM at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nissingroup.com.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.
- (14) In the event that a typhoon signal no. 8 or above is hoisted, "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force on the day of the AGM (or any adjournment thereof), Shareholders are suggested to visit the Company's website at www.nissingroup.com.hk for arrangements of the AGM (or any adjournment thereof).
- (15) 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. Yasuhiro Yamada; and Independent Non-executive Directors are Dr. Sumio Matsumoto, Mr. Masaru Takahashi, Professor Lynne Yukie Nakano and Mr. Toshiaki Sakai.