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Xiabuxiabu Catering Management (China) Holdings Co., Ltd.
呷哺呷哺餐飲管理(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 520)

- (1) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**
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This announcement is made by Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (the “**Company**”) pursuant to Rules 13.51(1) and 13.66(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Reference is also made to the annual results announcement for the year ended 31 December 2021 of the Company dated 28 March 2022 (the “**Annual Results Announcement**”) in relation to, among other things, the date of the annual general meeting, the book closure periods, the expected payment date of the 2021 final dividend (the “**2021 Final Dividend**”) and the record dates.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

In order to (i) bring the articles of association of the Company in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) provide flexibility to the Company in relation to the conduct of general meetings by allowing general meetings of the Company to be held as electronic meetings or hybrid meetings in addition to physical meetings which the shareholders of the Company (the “**Shareholders**”) may attend in person; and (iii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the board of directors of the Company (the “**Board**”) proposes the adoption of the amended and restated articles of association of the Company (the “**Amended Articles**”) as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (the “**Existing Articles**”).

The major areas of the proposed amendments to the Existing Articles brought about by the adoption of the Amended Articles (the “**Proposed Amendments**”) are summarised as follows:

1. to include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the Amended Articles including “announcement”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” and to update relevant provisions in the articles of association of the Company in this regard;
2. to change each reference in the Existing Articles to the Companies Law to a reference to the Companies Act;
3. to remove certain requirements in relation to the redemption of redeemable shares;
4. to elaborate on issuing of share certificates under the seal of the Company;
5. to remove certain requirements in relation to the fixing of record dates;
6. to provide for the transfer of shares in which titles to the shares may be evidenced and transferred in accordance with the law and the Listing Rules applicable to such shares as long as the shares are listed on the designated stock exchange, and that the register of members of the Company should be kept to record the particulars in compliance with the applicable laws and the Listing Rules;
7. to provide that the period of the suspension for the registration of transfers of shares in any year may be extended with the approval of the Shareholders by ordinary resolution;
8. to clarify the circumstances in which the Company may sell shares of a Shareholder who is untraceable;
9. to provide that the Company must hold its annual general meeting within six months after the end of its financial year;
10. to allow all general meetings (including an annual general meeting or extraordinary general meeting or any adjourned meeting) to be held as a physical meeting in any part of the world and at location or locations as prescribed, as a hybrid meeting or as an electronic meeting;
11. to amend the notice period for an annual general meeting of the Company from at least 21 clear days and not less than 20 clear business days to at least 21 clear days, and amend the notice period for other general meetings of the Company from at least 14 clear days and not less than 10 clear business days to at least 14 clear days;

12. to provide that, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a sufficient quorum for general meeting;
13. to provide for the proceedings and requirements of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
14. to provide that the chairman of the general meeting may at his/her absolute discretion, interrupt or adjourn the meeting under certain prescribed circumstances;
15. to provide for Shareholders right to speak and vote at a general meeting except a shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;
16. to provide that the Company may at its absolute discretion provide an electronic address to receive any document or information relating to proxies for a general meeting;
17. to allow the Board to remove a Director from office by notice in writing served upon him at his last address signed by not less than three-fourths in number of the Directors then in office;
18. to clarify the exceptional circumstances when a Director is still eligible to vote (and be counted in the quorum) on resolutions of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with the Listing Rules;
19. to empower the Board to capitalise certain reserves of the Company, including share premium account and the profit and loss account, to pay up unissued shares to be allotted to employees or trustee in connection with the operation of any share incentive scheme or employee benefit scheme that has been adopted or approved by the Shareholders at a general meeting;
20. to provide that the appointment, removal and remuneration of auditors must be approved by a majority of the Shareholders;
21. to elaborate on giving or issuing of notices or document;
22. to provide that unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year;
23. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of Cayman Islands and the Listing Rules.

The proposed adoption of the Amended Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

CHANGE OF DATE OF ANNUAL GENERAL MEETING

The Board announces that the AGM which was initially scheduled to be held on 27 May 2022 will be rescheduled due to administrative reason. Notice is hereby given that the rescheduled AGM will be held on 1 June 2022 (the “**Rescheduled 2022 AGM**”).

CHANGE OF EXPECTED PAYMENT DATE FOR 2021 FINAL DIVIDEND

As disclosed in the Annual Results Announcement, the 2021 Final Dividend is expected to be paid on or about 16 June 2022 to the Shareholders whose names appear on the register of members of the Company on 7 June 2022. The expected payment date of the 2021 Final Dividend will be changed from on or about 16 June 2022 to on or about 21 June 2022. The 2021 Final Dividend is expected to be paid to the Shareholders whose name appear on the register of members of the Company on 13 June 2022 and the exchange rate of which will be calculated based on the rate of exchange as quoted to the Company by The Hongkong and Shanghai Banking Corporation Limited at its middle rate of exchange prevailing on 13 June 2022.

CHANGE OF BOOK CLOSURE PERIODS

With the change of the date of the AGM, in order to establish the identity of the Shareholders who are entitled to attend and vote at the Rescheduled 2022 AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Friday, 27 May 2022. The period of closure of the register of members of the Company will be changed from the period from 25 May 2022 to 27 May 2022 (both days inclusive) to the period from Monday, 30 May 2022 to Wednesday, 1 June 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered.

With the change of the date of the AGM, subject to the approval of the declaration of the 2021 Final Dividend at the AGM, in order to establish the identity of the Shareholders who are entitled to the 2021 Final Dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Tuesday, 7 June 2022. The period of closure of the register of members of the Company will be changed from the period from 2 June 2022 to 7 June 2022 (both days inclusive) to the period from Wednesday, 8 June 2022 to Monday, 13 June 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered.

Save as disclosed above, all information and content contained in the Annual Results Announcement remain unchanged.

By order of the Board of
Xiabuxiabu Catering Management (China) Holdings Co., Ltd.
HO Kuang-Chi
Chairman

Hong Kong, 27 April 2022

As at the date of this announcement, the Board comprises Mr. HO Kuang-Chi as executive director; Ms. CHEN Su-Yin and Mr. ZHANG Chi (Ms. LI Jie as his alternate) as non-executive directors; and Mr. HON Ping Cho Terence, Ms. CHEUNG Sze Man and Mr. KOT Man Tat as independent non-executive directors.