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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 or as to the action you should take, 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: 01699)**

### **(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING 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 Meeting Room, 35/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on 4 November 2022, Friday, at 2:30 p.m. (Hong Kong time) is set out on pages 18 to 21 of this circular.

Whether you are able to attend the annual general meeting or not, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (as the case may be). 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.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please note that precautionary measures will be implemented at the AGM to ensure the safety of the attendees of the AGM and to prevent the spreading of the COVID-19 pandemic, which include without limitation:

1. limiting the number of the attendees of AGM to avoid over-crowding;
2. compulsory body temperature screening/checks;
3. mandatory health declaration;
4. mandatory wearing of face mask;
5. maintaining an appropriate social distancing between seats; and
6. no refreshment will be served.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; or (c) has any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

**Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.**



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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing coronavirus disease 2019 (“**COVID-19**”) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our shareholders, staff and stakeholders, the Company encourages the Shareholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon.

The Shareholders and other persons attending the AGM should note that the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including:

### **(A) BEFORE THE AGM**

- (1) Voting by proxy:** The Company does not in any way wish to diminish the opportunity available to the shareholders to exercise their rights and to vote, but is conscious of the emphasis of the need to protect the shareholders from possible exposure to the COVID-19. For the health and safety of the shareholders, the Company would like to encourage the shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxies instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising shareholder’s rights. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish. The deadline to submit completed forms of proxy is Friday, 28 October 2022 at 4:30 p.m.. Completed forms of proxy must be returned to the Company’s branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. The form of proxy can be downloaded from the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) or the Company (<https://chinaputian.quikec.cn/#/>).
- (2) Appointment of proxy by non-registered shareholders:** Non-registered shareholders whose shares are held through banks, licensed securities dealer, registered institution in securities, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with the banks, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser (as the case may be) to obtain professional advice and proper assistance in the appointment of proxy.
- (3) Limiting attendance in person at the AGM venue:** The Company will limit attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation at any one time in the AGM venue. The board of directors of the Company reserves the rights to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and any relevant guidance issued by the HKSAR Government or any applicable laws or regulations.

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## PRECAUTIONARY MEASURES FOR THE AGM

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### (B) AT THE AGM VENUE

- (1) Mandatory temperature screening/checks will be carried out on every attendee before entry to the AGM venue. Any person with a body temperature of over 37.2 degree Celsius, or exhibiting flu-like symptoms or any quarantine prescribed by HKSAR Government may be denied entry into the AGM venue and be requested to leave the AGM venue, at the absolute discretion of the Company and to the extent permitted by the relevant laws or regulations.
- (2) Mandatory completion and signing of health declaration form (“**Declaration Form**”) will be required by every attendee at the front desk of the AGM venue prior to being admitted to the AGM venue. Any person who has given a positive confirmation to any of the questions asked in the Declaration Form may not be admitted to the AGM venue.
- (3) Mandatory wearing of surgical face mask throughout the AGM (including queuing for registration) will be required by every attendee. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) No refreshments, food and beverage, corporate gifts or gift coupons will be served or distributed to attendees at the AGM venue.
- (5) Mandatory designated seat will be assigned for every attendee in order to ensure appropriate social distancing and facilitate close contact tracing. Staff at the AGM venue will also assist in crowd control and queue management to ensure appropriate social distancing.

Attendees are in addition requested to observe and practise good personal hygiene at all times at the AGM venue. To the extent permitted by the relevant laws and regulations, the Company reserves the rights to deny any person entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM venue.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. The shareholders should check the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and website of the Company (<https://chinaputian.quikec.cn/#/>) for future announcements and updates on the AGM arrangements.

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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 Meeting Room, 35/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong, on 4 November 2022, Friday, 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 6 October 2022 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors (including executive Directors, non-executive Directors and independent non-executive Directors)
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“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 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

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## DEFINITIONS

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“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
“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”	28 September 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Remuneration Committee”	the remuneration committee of the Company
“Nomination Committee”	the nomination committee of the Company
“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
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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
“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

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## DEFINITIONS

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“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.

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LETTER FROM THE BOARD

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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: 01699)**

*Executive Directors:*

Mr. Cai Chenyang (*Chairman*)

Mr. Cai Haifang

Ms. Ma Yilin

*Non-Executive Directors:*

Mr. Cheng Lian

Mr. Cai Zhiwei

*Independent Non-Executive Directors:*

Mr. Ke Qingming

Mr. Wang Aiguo

Mr. Xue Chaochao

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

Unit 3561, 35th Floor

Infinitus Plaza

199 Des Voeux Road Central

Sheung Wan, Hong Kong

6 October 2022

*To the Shareholders,*

Dear Sir or Madam,

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

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## LETTER FROM THE BOARD

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### 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 of the General Mandate, Repurchase Mandate and the General Extension Mandate to the Directors; and
2. the re-election of retiring Directors.

### 2. VARIOUS MANDATES

On 6 August 2021, 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 to the Directors. 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 to the Directors. 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

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## LETTER FROM THE BOARD

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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.

### **(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 RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS**

The Board currently consists of eight Directors, of which three are Executive Directors, namely Mr. Cai Chenyang, Mr. Cai Haifang and Ms. Ma Yilin; two non-executive Directors, namely Mr. Cheng Lian and Mr. Cai Zhiwei; and three independent non-executive Directors, namely Mr. Ke Qingming, Mr. Wang Aiguo and Mr. Xue Chaochao.

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(1) 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.

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## LETTER FROM THE BOARD

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Mr. Cai Haifang, being an executive Director, Mr. Cai Zhiwei, being a non-executive Director and Mr. Wang Aiguo, being an independent non-executive Director, will retire from office by rotation at the AGM. Being eligible, Mr. Cai Haifang will offer himself for re-election as executive Director at the AGM. Mr. Cai Zhiwei will offer himself for re-election as non-executive Director at the AGM. Mr. Wang Aiguo will offer himself for re-election as independent non-executive Director at the AGM.

The appointments of the retiring Directors had been reviewed and assessed by the Nomination Committee, the Board is of the view that Mr. Cai Haifang, Mr. Cai Zhiwei and Mr. Wang Aiguo are able to continue to fulfil their jobs as required and Mr. Wang Aiguo meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

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**

The AGM Notice is set out on pages 18 to 21 of this circular and a proxy form for use at the AGM is herein enclosed.

#### **5. ACTION TO BE TAKEN**

A form of proxy for use by the Shareholders at the AGM is enclosed in this circular. Whether you are able to attend the AGM or not, you are requested to 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

#### **6. CLOSURE OF REGISTER OF MEMBERS**

The Hong Kong branch register of members of the Company will be closed from 25 October 2022, Tuesday, to 28 October 2022, Friday (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 17/F, Far

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## LETTER FROM THE BOARD

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East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. (Hong Kong time) on 24 October 2022, Monday.

### **7. 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.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

An announcement on the poll vote results will be published by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at <https://chinaputian.quikec.cn/#/> after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **8. 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. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

### **9. 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.

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## LETTER FROM THE BOARD

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### 10. 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.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

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 REPURCHASE**

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 REPURCHASE**

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 Act, 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 Act, out of capital.

On the basis of the combined net tangible assets of the Group as at 31 December 2021, 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 (展瑞投資有限公司) ("Zhan Rui"), his wholly 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\$)
<b>2021</b>		
October	0.380	0.090
November	0.109	0.080
December	0.083	0.055
<b>2022</b>		
January	0.102	0.058
February	0.079	0.056
March	0.062	0.042
April	–	–
May	–	–
June	–	–
July	–	–
August	–	–
September	–	–
October (up to the Latest Practicable Date)	–	–

*Note:* Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2022.

## 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. Cai Haifang (蔡海芳)**

Cai Haifang (蔡海芳), aged 43, is a cousin of Mr. Cai Chenyang (蔡晨陽), 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).

There is no specific term for Mr. Cai Haifang regarding his directorship.

**2. Mr. Cai Zhiwei (蔡之偉)**

Cai Zhiwei (蔡之偉), aged 30, obtained his master's degree in Business Finance from Queen Mary University of London in 2015. He has over 4 years of experience in financial management. From July 2016 to October 2018, he was a senior manager of the fixed income department of BOC International (China) Co., Ltd. Since February 2019, he has been an analyst of the investment banking department of BOCI Asia Limited. He is the son of Mr. Cai Chenyang, who is the chairman, the chief executive officer, an executive director and a controlling shareholder of the Company.

**3. Mr. Wang Aiguo (王愛國)**

Wang Aiguo (王愛國), aged 64, has been an independent non-executive Director since 28 May 2014. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee and Audit Committee. He was a teaching assistant and a lecturer of the Faculty of Animal Husbandry of Shanxi Agricultural University and devoted himself to teaching and scientific research in animal heredity breeding. Mr. Wang has worked in the China Agricultural University since 1993 and is now the college professor and instructor for doctorate students in the College of Animal Science and Technology of China Agricultural University,

mainly engaging in the teaching of and scientific research and postgraduate training on animal heredity breeding and rearing of pigs.

Mr. Wang has established extensive connections in the industry both in the mainland China and overseas and dedicated himself to the establishment of a modern pig rearing and breeding system applicable to the PRC, the development and application of relevant new breeding technologies. He was in charge of many core national plans and research projects in this regard. He has also published many theses and teaching materials, trained a number of doctoral students and postgraduates, and has obtained a national patent, developed a specialized strain of pigs as well as been in charge of the formulation of two national standards in the relevant field. He has obtained many awards (e.g. the Second-Class Award in State Science and Technology Progress Award) as an agricultural expert in this field. He is the committee member of many relevant organisations in the industry of animal heredity, pig rearing and breeding and related works, including the National Commission for the Livestock and Poultry Genetic Resources.

Mr. Wang obtained his bachelor's degree in Animal Husbandry from Shanxi Agricultural University in January 1982. He obtained his doctorate degree from the Technical University of Munich in Germany in August 1990. He completed his postdoctoral research at Beijing Agricultural University in October 1992.

#### DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2021 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (HK\$'000)	Salaries, allowances and benefits in kind (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Mr. Cai Haifang	300	348	–	648
Mr. Cai Zhiwei	60	–	–	60
Mr. Wang Aiguo	60	–	–	60

The emoluments received in 2021 and to be received in 2022 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 Remuneration Committee, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration for similar positions.

Under the letter of appointment of Mr. Cai Hai Fang, Mr. Cai Zhiwei and Mr. Wang Aiguo, each of Mr. Cai Haifang, Mr. Cai Zhiwei and Mr. Wang Aiguo is entitled to receive an annual director's fee of HK\$300,000, HK\$60,000 and HK\$60,000, respectively.

**OTHER INFORMATION**

If re-elected at the AGM, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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: 01699)**

**(the “Company”)**

**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 4 November 2022 at Meeting Room, 35/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong for the purpose of transacting the following business:

#### **ORDINARY BUSINESS**

1. To adjourn receiving, considering and adopting the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor (the “**Auditor**”) of the Company for the year ended 31 December 2021.
2. To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the Auditor 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 Auditor’s remuneration.
3. To re-elect the following Directors:
  - (a) To re-elect Mr. Cai Haifang as an executive Director;
  - (b) To re-elect Mr. Cai Zhiwei as a non-executive Director;
  - (c) To re-elect Mr. Wang Aiguo as an independent non-executive Director; and
4. To authorise the Board to fix the Directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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of any recognized regulatory body or any stock exchange applicable to the Company).”

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, 6 October 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 need 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.
2. A proxy form for the AGM is enclosed with the Company's circular dated 6 October 2022. 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 25 October 2022, Tuesday to 28 October 2022, Friday (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong time) on 24 October 2022, Monday.
4. With regard to resolution 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 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 37.2 degrees Celsius will not be admitted to the venue.
  - ii. Every shareholder or proxy is required to wear a 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 website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and website of the Company (<https://chinaputian.quikec.cn/#/>) for further announcements and updates on AGM arrangements.

6. The AGM will be held on 4 November 2022, Friday as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on the 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 4 November 2022, Friday, 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 7 November 2022, Monday 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. KE Qingming and Mr. WANG Aiguo as independent non-executive Directors.*