

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Jiujiuwang Food International Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Jiujiuwang Food International Limited

久久王食品国际有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1927)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF THE RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 11:00 a.m., on Wednesday, 31 May 2023 at Conference Room, Office Building, Xukeng Industry Zone, Luoshan Street, Jinjiang City, Fujian Province, the PRC is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th 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).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

27 April 2023

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m., on Wednesday, 31 May 2023 at Conference Room, Office Building, Xukeng Industry Zone, Luoshan Street, Jinjiang City, Fujian Province, the PRC or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 19 of this circular;
“Articles of Association”	the memorandum and articles of association of the Company as amended from time to time;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Jiujiuwang Food International Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Concert Parties Confirmatory Deed”	a confirmatory deed dated 29 March 2019 made by our Controlling Shareholders, namely Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Zheng Guodian to acknowledge and confirm, among other things, that they are parties acting in concert in relation to our Group;
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the case of our Company, means by virtue of the acting in concert arrangement among Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Zheng Guodian, which is confirmed and documented in the Concert Parties Confirmatory Deed, which means a group of Shareholders consisting Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Zheng Guodian and the companies wholly owned by them for holding the Shares, namely Jianeng International Limited, Xiejia Limited and Haisen International Limited respectively;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the general mandate at the AGM;
“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	16 March 2021, on which the Shares are listed and from which dealings therein are permitted to take place on the main board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM;
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares of US\$0.0001 each in the capital of the Company;
“Share Option Scheme”	the share options scheme of the Company adopted by the Company on 18 February 2021;

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD

Jiujiuwang Food International Limited

久久王食品国际有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1927)

Executive Directors:

Mr. Zheng Zhenzhong
Mr. Zheng Guosi
Mr. Chen Kan

Independent Non-executive Directors:

Mr. Wang Linan
Mr. Wu Shiming
Mr. Chen Congming

Registered office

89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009, Cayman Islands

*Head office and principal place of
business in the PRC:*

No. 398 Ping An East Road
Xukeng Industrial Zone
Luoshan Street
Jinjiang City
Fujian Province
PRC

*Principal place of business
in Hong Kong:*

Suites 4404–10, 44/F
One Island East
18 Westlands Road
Taikoo Place
Hong Kong

27 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to (i) provide you with information regarding certain resolutions to be put forward at the AGM including details of the proposed Issue Mandate, the proposed Repurchase Mandate, the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the proposed re-appointment of auditor; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the proposed re-election of retiring Directors; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with additional Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the general mandate at the AGM; and
- (ii) to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to give a general mandate to the Directors to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The above mandates shall only continue in force until:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or
- (c) revoked or varied by ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 792,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 158,400,000 Shares representing 20% of the number of issued Shares as the date of the resolution granting the general mandate at the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, including three executive Directors, namely, Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Chen Kan and three independent non-executive Directors, namely, Mr. Wang Linan, Mr. Wu Shiming and Mr. Chen Congming.

Pursuant to Article 108(a) of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

Accordingly, Mr. Zheng Zhenzhong and Mr. Wang Linan shall retire from office at the AGM and, being eligible, have offered themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Nomination Procedure

When identifying suitable candidates for directorship, the nomination committee of the Company (the “**Nomination Committee**”) will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company’s needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted its board diversity policy, pursuant to which selection of our Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that our Board may consider relevant and applicable from time to time. High emphasis is placed on ensuring a balanced composition of skills and experience at our Board level in order to provide a range of perspectives, insights and challenge that enable our Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of our Group, and support succession planning and development of our Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee

The Nomination Committee considered Mr. Zheng Zhenzhong and Mr. Wang Linan extensive experience as set out in Appendix II to this circular and was satisfied that they had the required character, integrity and experience to continuously fulfil their respective roles as executive Director and independent non-executive Director effectively. The Nomination Committee had also taken into account of the respective contributions of Mr. Zheng Zhenzhong and Mr. Wang Linan to the Board and their commitment to their roles. The Nomination Committee assessed the independence of Mr. Wang Linan based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that Mr. Wang Linan remains independent. The Nomination Committee believed that the re-election of Mr. Zheng Zhenzhong and Mr. Wang Linan as executive Director and independent non-executive Director, respectively, would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the above retiring Directors, namely Mr. Zheng Zhenzhong and Mr. Wang Linan stand for re-election as executive Director and independent non-executive Director, respectively, at the AGM. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report. The particulars of the retiring Directors proposed to be re-elected are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

HLB Hodgson Impey Cheng Limited will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. Details of the re-appointment of independent auditor are set out in the ordinary resolution numbered 3 of the notice of AGM.

RESPONSIBILITY STATEMENT

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.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 11:00 a.m. on Wednesday, 31 May 2023 at Conference Room, Office Building, Xukeng Industry Zone, Luoshan Street, Jinjiang City, Fujian Province, the PRC is set out on pages 16 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and, in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.

VOTING BY POLL AT THE AGM

Pursuant to Article 72 of the Articles of Association and the requirement of Rule 13.39 of the Listing Rules, every resolution submitted to the AGM shall be determined by voting 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 hand.

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.

After the conclusion of the AGM, the poll vote results will be published on the website of the stock exchange at www.hkex.com.hk and the website of the Company at www.jiujiuwang.com.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 26 May 2023 to Wednesday, 31 May 2023 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 25 May 2023.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all resolutions as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By order of the Board
Jiujiuwang Food International Limited
Mr. Zheng Zhenzhong
Chairman and executive Director

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction and that the shares to be repurchased must be fully paid up.

2. SOURCE OF FUNDS AND IMPACT OF REPURCHASES

Any repurchase of the Shares under the Repurchase Mandate will be financed from the funds legally available for such purposes in accordance with the memorandum of association and Articles of Association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchase of Shares by the Company may be made out of profits or share premium account of the Company or out of proceeds of a fresh issue of Shares made for that purpose or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Law, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Law, out of capital.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2022, being the date of the Company's latest audited consolidated financial statements). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2022, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 792,000,000 Shares.

As at the Latest Practicable Date, there was no outstanding share option granted under the Share Option Scheme.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 79,200,000 Shares, representing 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company; following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting.

4. REASONS FOR PROPOSED PURCHASE OF SHARES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company 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 asset value of the Company and/or its earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

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, the applicable laws and regulations of Cayman Islands and the memorandum of association and Articles of Association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a

consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Jianeng International Limited (which is wholly and beneficially owned by Mr. Zheng Zhenzhong), XIEJIA LIMITED (which is wholly and beneficially owned by Mr. Zheng Guosi) and Haisen International Limited (which is wholly and beneficially owned by Mr. Zheng Guodian) is beneficially interested in 172,853,972, 201,662,968 and 201,662,968 Shares, respectively which in aggregate represents approximately 72.75% of the number of Shares in issue of the Company. Pursuant to the concert parties confirmatory deed, executed by Mr. Zheng Zhenzhong, Zheng Guosi, and Zheng Guodian, each of them is deemed to be interested in each other's interest in the Shares within the meaning of Part XV of the SFO.

If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholding of Controlling Shareholders would be increased from approximately 72.75% to approximately 75.6% of the number of Shares in issue of the Company. Such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

The Directors will not exercise the power to repurchase the Shares if it will cause further concentration of the shareholding of the Company, unless the repurchase of Shares will not cause insufficient public float of the Company.

The Directors will not propose to repurchase Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed 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/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICE

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

	Price per Share	
	Highest HK\$	Lowest HK\$
2022		
March	0.244	0.177
April	0.238	0.188
May	0.230	0.189
June	0.243	0.205
July	0.212	0.191
August	0.198	0.187
September	0.195	0.175
October	0.195	0.166
November	0.260	0.168
December	0.213	0.181
2023		
January	0.199	0.183
February	0.220	0.185
March	0.223	0.165
April (up to the Latest Practicable Date)	0.181	0.170

Source: The Stock Exchange

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

Mr. Zheng Zhenzhong (鄭振忠先生) (“**Mr. Zheng**”), aged 63, is the founder of our Group, chairman of the Board, executive Director and chief executive officer of our Company and was appointed as a Director on 21 February 2017. He was redesignated as an executive Director of the Company on 6 May 2019. He is primarily responsible for formulating the overall strategic planning and monitoring the operational efficiency of the management system. Mr. Zheng has been the chairman and procurement director of Fujian Jiujiuwang Food Industry Co., Ltd* (福建久久王食品工業有限公司) (“**Jiujiuwang Food**”) since July 1999 and has served as a director of Jinjiang Coolsa Food Limited* (晉江市酷莎食品有限責任公司), Jiujiuwang Food and Jiujiuwang Co., Ltd.* (久久王有限責任公司) since their establishment. Under Mr. Zheng’s leadership, our business has grown into a food manufacturing company with a multi-brand product portfolio in Fujian Province. From May 1994 to October 2016, Mr. Zheng served various roles, including general manager and director, in Jinjiang Weijia Food Co., Ltd.* (晉江味佳食品有限公司), a company engaged in the manufacture of confectionary products and which has not been in operation since July 2013 up to his resignation, where he was responsible for business management. Mr. Zheng has accumulated more than 28 years of experience in the confectionary industry in the PRC. He is one of the controlling shareholders of the Company.

Besides his role in our Group, Mr. Zheng was involved in various educational institutions, including being:

- the school manager* (校董) of Jinjiang City Huatai Experimental Primary School* (晉江市華泰實驗小學) from June 2012 to June 2015; and
- the school manager* (校董) of Jinjiang City Luoshan Middle School* (晉江市羅山中學) from June 2016 to June 2017.

Mr. Zheng graduated from Quetang Village Primary School* (缺塘村小學) in June 1971.

Mr. Zheng was a director of Jinjiang Xinghua Food Co., Ltd.* (晉江市興華食品有限公司), a company established in the PRC, which was engaged in the manufacturing of confectionary products immediately before its dissolution on 9 June 2013 by reason of cessation of business. As confirmed by Mr. Zheng, (a) the dissolution of such business entity was due to cessation of business; (b) there was no wrongful act on his part leading to the aforesaid dissolution of the business entity; (c) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the business entity; and (d) the business entity was solvent immediately prior to its dissolution.

Mr. Zheng is the father of Mr. Zheng Guosi, another executive Director.

Save as disclosed above, there is no other information relating to Mr. Zheng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter than needs to be brought to the attention of the Shareholders.

* For identification purposes only

Mr. Wang Linan (王禮南先生) (“Mr. Wang”), aged 67, was appointed as our independent non-executive Director on 18 February 2021. Mr. Wang serves on the audit, remuneration, nomination and risk management committees and is primarily responsible for supervising and providing independent judgment to our Board.

Prior to joining our Group, between September 1988 and March 2016, Mr. Wang worked in Jinjiang County Commission for Inspection and Supervision Bureau* (晉江縣監察局) as section member* (科員), deputy chief of the monitoring unit* (監察股副股長), deputy director general of Jinjiang County (City) Commission for Inspection and Supervision Bureau* (晉江縣(市)監察局副局長), member of the standing committee of Jinjiang City* (晉江市紀委常委), deputy secretary* (副書記) and worked in Quanzhou City Commission for Discipline Inspection Supervision Bureau* (泉州市紀委監察局) as deputy director discipline inspector* (副處級紀檢監察員).

Mr. Wang studied physics and graduated from Jinjiang Regional Normal College* (晉江地區師範大專班) in April 1981. Mr. Wang then studied law and graduated from the Correspondence College of Party School of the Central Committee of the Communist Party of China* (中共中央黨函授學院) in December 2001.

Other than the directorships and positions disclosed above, Mr. Wang does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Wang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Wang has entered into a service contract with the Company for a term of 3 years commencing from the Listing Date unless terminated by either party giving to the other three month notice in writing, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association and other terms in the service contract. Pursuant to Mr. Wang’s service contract, he is entitled to a fixed sum of RMB300,000 per annum and discretionary bonus determined by the Board, which was determined with reference to the salaries paid by comparable companies, the respective responsibilities of the Director and the performance of the Group.

As at the Latest Practicable Date, Mr. Wang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Jiujiuwang Food International Limited

久久王食品国际有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1927)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Jiujiuwang Food International Limited (the “**Company**”) will be held at 11:00 a.m., on Wednesday, 31 May 2023 at Conference Room, Office Building, Xukeng Industry Zone, Luoshan Street, Jinjiang City, Fujian Province, the PRC for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2022.
2.
 - (a) To re-elect Mr. Zheng Zhenzhong as an executive Director;
 - (b) To re-elect Mr. Wang Linan as an independent non-executive Director;
 - (c) To authorise the board of Directors (the “**Board**”) to fix their remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company and securities convertible to shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or similar security giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient 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 applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of 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 number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the shares of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above 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 earliest of:
 - (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to condition; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution set out in paragraph 5 of this notice convening this meeting.”

By order of the Board
Jiujiuwang Food International Limited
Mr. Zheng Zhenzhong
Chairman and executive Director

27 April 2023

As at the date of this notice, the Board of Directors of the Company comprises Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Chen Kan as executive Directors, and Mr. Wang Linan, Mr. Wu Shiming and Mr. Chen Congming as independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 26 May to Wednesday, 31 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 25 May 2023.
4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 2 and 4 to 6 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.