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Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1475)

POLL RESULTS OF 2023 ANNUAL GENERAL MEETING

Nissin Foods Company Limited (the “Company”) is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting (the “AGM”) of the Company held on 9 June 2023 as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements, reports of the directors and independent auditor for the year ended 31 December 2022.	956,025,619 (99.99%)	200 (0.01%)
2.	To declare a final dividend of 15.16 HK cents per share of the Company for the year ended 31 December 2022.	956,025,669 (99.99%)	150 (0.01%)
3.	(a) (i) To re-elect Mr. Shinji Tatsutani as Executive Director.	955,919,631 (99.99%)	105,188 (0.01%)
	(ii) To re-elect Professor Lynne Yukie Nakano as Independent Non-executive Director.	955,997,619 (99.99%)	26,200 (0.01%)
	(iii) To re-elect Mr. Toshiaki Sakai as Independent Non-executive Director.	955,671,669 (99.96%)	352,150 (0.04%)
	(b) To authorise the board of directors to fix the remuneration of directors.	955,837,699 (99.98%)	186,120 (0.02%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix its remuneration.	956,018,617 (99.99%)	5,202 (0.01%)
5.	To give a general mandate to the directors to buy back shares not exceeding 10% of the total number of issued shares of the Company.	956,008,669 (99.99%)	15,150 (0.01%)
6.	To give a general mandate to the directors to issue new shares not exceeding 20% of the total number of issued shares of the Company.	906,785,504 (94.85%)	49,238,315 (5.15%)
7.	To extend the general mandate to be given to the directors to allot, issue and deal with additional shares of an amount representing the total number of shares bought back by the Company.	907,310,282 (94.90%)	48,713,537 (5.10%)

8.	<p>(i) the proposed annual cap amounts for the three years ending 31 December 2023, 2024 and 2025 as set out in the Company’s circular dated 26 April 2023 in respect of the transactions contemplated under the master agreement in connection with the procurement of raw materials and products and the master agreement in connection with the sale of raw materials and products entered into between the Company and Nissin Foods Holdings Co., Ltd. on 21 November 2017 (as renewed on 7 November 2019 and 13 December 2022) (the “Revised Annual Caps”) be and are hereby approved, confirmed and ratified; and</p> <p>(ii) any one director of the Company be and is hereby authorised to do all acts and things, take such necessary actions and to approve, execute and deliver all deeds, agreements and documents in relation to the Revised Annual Caps on behalf of the Company which he/she (or his/her properly appointed attorney) may consider necessary.</p>	<p>203,246,669 (99.99%)</p>	<p>150 (0.01%)</p>
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As more than 50% of the votes were cast in favour of each of the above resolutions, all such resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 1,043,691,480 shares, the holder of which were entitled to attend and vote for or against the resolutions proposed at the AGM, except for the following as set forth in the circular of the Company dated 26 April 2023 (the “Circular”).

Nissin Foods Holdings Co., Ltd. and its associates, holding an aggregate of 752,024,000 shares (representing 72.05% of the issued share capital of the Company) as at the date of AGM, were required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) to abstain, and did abstain, from voting on the ordinary resolution no. 8 approving the Revised Annual Caps at the AGM. Accordingly, the total number of shares entitling the holders to attend and vote for or against the resolutions no. 8 at the AGM was 291,667,480 shares (representing approximately 27.95% of the issued share capital of the Company).

Save as disclosed above, there were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no holders of shares that are required under the Listing Rules to abstain from voting at the AGM. None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on the above ordinary resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, acted as scrutineer for the poll at the AGM.

The AGM was chaired by Mr. Kiyotaka Ando, the Chairman of the Board. All directors of the Company attended the AGM in person.

Shareholders may refer to the Circular for details of the above resolutions proposed at the AGM. The Circular may be viewed and downloaded from the Company's website at www.nissingroup.com.hk or the designated website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

By order of the Board
Kiyotaka Ando
Chief Executive Officer and Executive Director

Hong Kong, 9 June 2023

As at the date of this announcement, Executive Directors are Mr. Kiyotaka Ando, Mr. Toshimichi Fujinawa, Mr. Shinji Tatsutani, Mr. Kazuo Kawasaka and Mr. Yasuhiro Yamada; and Independent Non-executive Directors are Dr. Sumio Matsumoto, Mr. Masaru Takahashi, Professor Lynne Yukie Nakano and Mr. Toshiaki Sakai.