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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 520)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**” or “**Meeting**”) of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) will be held on 21st Floor, Grand Millennium Plaza, 183 Queen’s Road Central, Sheung Wan, Hong Kong, on Friday, 24 May 2024 at 9:30 a.m., for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements of the Group and the reports of the directors of the Company (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2023.
2. To consider and, if thought fit, pass the following resolution as ordinary resolution:
  - (a) a final dividend of RMB0.028 per ordinary share of the Company of US\$0.000025 for the year ended 31 December 2023 (the “**Final Dividend**”) be and is hereby declared and that payment be made out of the credit standing to the share premium account of the Company to the shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 5 June 2024, being the record date fixed by the board of Directors (the “**Board**”) for determining entitlements to the Final Dividend, in Hong Kong dollars, the exchange rate of which will be calculated based on the rate of exchange as quoted to the Company by The Hongkong and Shanghai Banking Corporation Limited at its middle rate of exchange prevailing on 5 June 2024; and
  - (b) any Director be and is hereby authorized to take such action, do such things and execute such further documents as the director may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.

3. To re-elect Directors and to authorize the Board to fix the remuneration of the Directors:
  - (a) To re-elect Mr. Hon Ping Cho Terence as an independent non-executive Director (who has served as an independent non-executive Director for more than nine years); and
  - (b) To re-elect Ms. Cheung Sze Man as an independent non-executive Director (who has served as an independent non-executive Director for more than nine years).
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorize the Board to fix its remuneration.
5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of US\$0.000025 each in the capital of the Company (the “**Shares**”) (excluding treasury shares), subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the total number of Shares which are authorized to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly;

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 any applicable law or the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) together with the treasury shares of the Company resold by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other 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 of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment 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 in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued together with the treasury shares which may be resold (if permitted by the Listing Rules) under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;

for purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until which 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 any applicable law or the articles of association of the Company or any applicable law to be held; and
- (iii) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities of the Company giving the right to subscribe for Shares, 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 of the Company 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company.”

7. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** subject to ordinary resolutions nos. 5 and 6 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) pursuant to ordinary resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution.”

8. “**THAT** a general authority be granted to the Directors to declare and pay an interim dividend for the six months ending 30 June 2024 out of the credit standing to the Company’s share premium account to the shareholders of the Company during the period from the date of passing of this resolution until 31 December 2024 if and when the Directors consider appropriate, subject to a maximum amount equivalent to 40% of the distributable profits of the first half of the financial year ending 31 December 2024 and the applicable provisions of the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.”

#### **SPECIAL RESOLUTION**

9. “**THAT** the existing articles of association of the Company (the “**Articles**”) be and is hereby amended as follows:

- (a) There shall be added at the end of Article 2(2) the following new article as Article 2(2)(n):

“references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities”;

- (b) Article 10(a) be amended by deleting it in its entirety and replacing it by the following:
- “the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class; and”;
- (c) Article 44 be amended by adding the following sentence at the end of the Article as the third and last sentence of that Article:
- “The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution”;
- (d) Article 51 be amended by adding the words “for a further period or periods not exceeding thirty (30) days” after the words “The period of thirty days may be extended” in the last sentence of the Article;
- (e) Article 83(5) be amended by adding the words “(including a managing or other executive Director)” before “at any time before the expiration of his period of office”;
- (f) Article 151 be amended by deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents” at the end of the Article;
- (g) Article 158 be amended by:
- (i) inserting the words “and “actionable corporate communication”” immediately after the words ““corporate communication”” in the parentheses in Article 158(1);
  - (ii) inserting the words “, subject to compliance with the Listing Rules,” immediately before the words “any such Notice and document may be given or issued by the following means” in Article 158(1);
  - (iii) deleting the words “, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person” in Article 158(1)(e);

- (iv) deleting the words “to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (as the case may be) (a “notice of availability”); or” immediately after the words “by publishing it on the Company’s website” and replacing it by the words “or the website of the Designated Stock Exchange; or” in Article 158(1)(f);
  - (v) deleting Article 158(2) in its entirety and replaced by the words “Intentionally Deleted”;
  - (vi) deleting Article 158(4) in its entirety and replaced by the words “Intentionally Deleted”;
  - (vii) replacing the word “notices” in line three of Article 158(5) by the word “Notices”; and
  - (viii) deleting the full-stop after the words “and the Chinese language” at the end of Article 158(6) and adding the words “or, with the consent of or election by any Member, in the Chinese language only to such Member.”
- (h) Article 159 be amended by:
- (i) deleting the last sentence in Article 159(b) in its entirety and replacing it by the words “A Notice documents or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.”;
  - (ii) deleting Article 159(C) in its entirety and replaced by the words “Intentionally Deleted”;

- (i) Replacing the word “notice” in the second last line of Article 160(2) by the word “Notice”.”
- (b) the Directors be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By Order of the Board  
**Ho Kuang-Chi**  
*Chairman*

Hong Kong, 25 April 2024

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in Hong*

*Kong:*  
Unit 2205-07, 22nd Floor  
Two Sky Parc  
51 Hung To Road  
Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and 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 vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. before 9:30 a.m. on Wednesday, 22 May 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person if he so wishes, and in such event, the form of proxy will be deemed to be revoked.
3. A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.



4. In the case of joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority is determined by the order in which the names stand in the register of members of the Company (the “**Register of Members**”) in respect of the joint holdings.
5. On a poll, every member of the Company present in person or by proxy shall be entitled to one vote for each Share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
6. The Board has recommended a final dividend of RMB0.028 per Share for the year ended 31 December 2023 and, if resolution no. 2 is approved, it is expected that the Final Dividend will be paid on or about Monday, 17 June 2024 to those shareholders whose names appear on the Register of Members at close of business on Wednesday, 5 June 2024. The Final Dividend will be declared in Renminbi and paid in Hong Kong dollars, the exchange rate of which will be calculated based on the rate of exchange as quoted to the Company by The Hong Kong and Shanghai Banking Corporation Limited at its middle rate of exchange prevailing on Wednesday, 5 June 2024.
7. To ascertain shareholders’ eligibility to attend and vote at the AGM, the Register of Members will be closed from Wednesday, 22 May 2024 to Friday, 24 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 21 May 2024.

To ascertain shareholders’ entitlement to the proposed Final Dividend upon passing of resolution no. 2, the Register of Members will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to be qualified for the proposed Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 30 May 2024.

8. Concerning resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the appendix to the circular of the Company dated 25 April 2024.

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