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**If you have sold or transferred** all your shares in Best Food Holding Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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## **BEST FOOD HOLDING COMPANY LIMITED**

**百福控股有限公司**

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

**(Stock Code: 01488)**

### **PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES; RE-ELECTION OF RETIRING DIRECTORS; ADOPTION OF SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of Best Food Holding Company Limited to be held at Room Boxue, 32F, Hony Tower, 1 Jinrong Street, Guiwan, Nanshan District, Shenzhen, China, on Thursday, June 20, 2024 at 11:00 a.m. is set out on pages 24 to 28 of this circular.

Shareholders who intend to appoint proxy(ies) to attend and vote at the AGM shall complete the enclosed proxy form in accordance with the instructions printed thereon and deposit it with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event no later than 11:00 a.m. on Tuesday, June 18, 2024, or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

April 25, 2024

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	means the annual general meeting of the Company to be convened and held at Room Boxue, 32F, Hony Tower, 1 Jinrong Street, Guiwan, Nanshan District, Shenzhen, China, on Thursday, June 20, 2024 at 11:00 a.m.
“Articles”	means the articles of association of the Company, as amended from time to time
“Board”	means the board of Directors
“Buy-back Mandate”	means a general mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in Ordinary Resolution No. 8 in the Notice up to a maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of such resolution
“Companies Act”	means the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	means Best Food Holding Company Limited 百福控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	means directors of the Company
“Existing Articles”	means the amended and restated articles of association of the Company adopted by special resolution passed on 6 June 2023
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong

## DEFINITIONS

“Issue Mandate”	means a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) during the period as set out in Ordinary Resolution No. 6 in the Notice up to a maximum of 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of such resolution
“Latest Practicable Date”	means April 16, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time supplemented
“Nomination Committee”	means the nomination committee of the Company
“Notice”	means the notice convening the AGM as set out on pages 24 to 28 of this circular
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) as referred to in the Notice
“PRC”	means the People’s Republic of China
“Proposed Amendments”	means the proposed amendments to the Existing Articles set out in Appendix III to this circular
“Second Amended and Restated Articles”	means the second amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments
“SFO”	means Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means ordinary share(s) of par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	means holder(s) of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“subsidiary”	means a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	means the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules (as applicable)
“%”	means per cent.

**LETTER FROM THE BOARD**

**BEST FOOD HOLDING COMPANY LIMITED**

**百福控股有限公司**

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

**(Stock Code: 01488)**

*Executive Directors:*

Mr. Zhao John Huan (*Chairman*)

Mr. Wang Xiaolong

Mr. Jing Shen

*Independent non-executive Directors:*

Mr. Leung Kwai Kei

Mr. Heng Victor Ja Wei

Mr. Lo Wei-Ren

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal Office in Hong Kong:*

Suite 11, 70/F

Two International Finance Centre

No. 8 Finance Street

Central

Hong Kong

April 25, 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE SHARES AND TO BUY BACK SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
ADOPTION OF SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to, *inter alia*, provide you with information regarding resolutions to be proposed at the AGM to be held at Room Boxue, 32F, Hony Tower, 1 Jinrong Street, Guiwan, Nanshan District, Shenzhen, China, on Thursday, June 20, 2024 at 11:00 a.m. which, upon approval, would enable the Company to:

- (a) grant the Directors the Buy-back Mandate to exercise the powers of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing such resolution;

## LETTER FROM THE BOARD

- (b) grant the Directors the Issue Mandate to issue additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing such resolution;
- (c) extend the Issue Mandate in (b) above by an addition thereto the aggregate number of Shares bought back by the Company pursuant to the Buy-back Mandate set out in (a) above;
- (d) re-elect certain retiring Directors;
- (e) re-appoint PricewaterhouseCoopers as the auditors of the Company; and
- (f) adopt the Amended and Restated Articles.

### **PROPOSED BUY-BACK MANDATE AND ISSUE MANDATE**

At the AGM, ordinary resolutions will be proposed, among other things, that the Directors be granted general mandates to:

- (i) buy back Shares, the aggregate number of which shall not exceed 10% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the Ordinary Resolution no. 7 in the Notice; and
- (ii) allot, issue or otherwise deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of the passing of the Ordinary Resolution no. 6 in the Notice; and
- (iii) extend the Issue Mandate in (ii) above by an addition thereto the aggregate number of Shares bought back by the Company pursuant to the Buy-back Mandate described in (i) above.

Details of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate are respectively set out in Ordinary Resolutions no. 6, 7 and 8 in the Notice.

On the basis of 1,578,664,000 Shares in issue as of the Latest Practicable Date and assuming no further Shares will be allotted and issued or bought back and cancelled and the Company does not have any treasury shares prior to the AGM, the maximum number of Shares to be bought back under the Buy-back Mandate is 157,866,400 Shares.

On the basis of 1,578,664,000 Shares in issue as of the Latest Practicable Date and assuming no further Shares will be allotted and issued or bought back and cancelled and the Company does not have any treasury shares prior to the AGM, the maximum number of Shares to be issued and treasury shares of the Company to be resold (if permitted under the Listing Rules) under the Issue Mandate is 315,732,800 Shares.

## LETTER FROM THE BOARD

Such general mandates will expire at (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (c) the revocation, variation or renewal of the Buy-back Mandate and/or the Issue Mandate is/are revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

An explanatory statement containing information relating to the Buy-back Mandate and as required pursuant to the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides Shareholders with information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the proposed resolution relating to the Buy-back Mandate.

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to article 105 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years.

In accordance with the above provision, each of Mr. Jing Shen and Mr. Lo Wei-Ren will retire from office at the AGM and, being eligible, offer himself for re-election at the AGM.

#### **Re-election of independent non-executive Directors**

Set out below are information relating to the resolution to be proposed at the AGM for re-electing Mr. Lo Wei-Ren (“**Mr. Lo**”) as an independent non-executive Director pursuant to code provision B.3.4 of the Corporate Governance Code (the “**Code**”) contained in Appendix C1 to the Listing Rules.

Mr. Lo, being proposed to be re-elected as an independent non-executive Director at the AGM, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Board also notes that Mr. Lo does not have any relationship with any Directors, chief executive and senior management of the Company, substantial Shareholders or controlling Shareholders. The Nomination Committee and the Board are also not aware of any circumstance that might influence Mr. Lo in exercising independent judgment, and are satisfied that he has the required character, integrity, independence and experience to fulfil the role of independent non-executive director. On this basis, the Nomination Committee and the Board considered that Mr. Lo is independent in accordance with the independence guidelines set out in the Listing Rules.

Mr. Lo has over 30 years of experience in the food and beverages business and also held executive positions in various multinationals. The Company expects that Mr. Lo will bring to the Board his valuable business experience, and will also contribute to diversity of the Board in terms of its members having the experience in food and beverage industry and international restaurant chain business.

## LETTER FROM THE BOARD

### **Recommendation of the Nomination Committee and the Board**

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy and the independence of all the independent non-executive Directors.

The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors at the AGM. Details of the Directors proposed to be re-elected in the AGM are set out in Appendix II of this circular.

### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 23 April 2024 in relation to the proposed adoption of the Amended and Restated Articles.

The Board proposed to amend the Existing Articles to (i) incorporate certain amendments to implement the electronic dissemination of the Company's corporate communications to the fullest extent as permitted under the Listing Rules; and (ii) incorporate certain corresponding and housekeeping amendments as appropriate (collectively, the "**Proposed Amendments**"). Details of the Proposed Amendments (marked-up against the Existing Articles) are set out in Appendix III to this circular.

In light of the number of the Proposed Amendments, the Board proposed to effect the Proposed Amendments by way of adoption of the Second Amended and Restated Articles in substitution for, and to the exclusion of, the Existing Articles.

The adoption of the Second Amended and Restated Articles to incorporate the Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the Existing Articles shall remain valid.

After the Proposed Amendments come into effect, the full text of the Second Amended and Restated Articles will be published on the websites of the Stock Exchange and the Company. The Chinese translation of the Second Amended and Restated Articles is for reference only. In the event of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

## **LETTER FROM THE BOARD**

The Board is of the view that the adoption of the Second Amended and Restated Articles to incorporate the Proposed Amendments is in the interests of the Company and the Shareholders as a whole.

### **THE AGM**

Set out below are the details of the AGM:

Date: June 20, 2024 (Thursday)

Time: 11:00 a.m.

Venue: Room Boxue, 32F, Hony Tower, 1 Jinrong Street, Guiwan, Nanshan District, Shenzhen, China

The Notice is set out on pages 24 to 28 of this circular. A proxy form for use at the AGM is enclosed. Shareholders who intend to appoint proxy(ies) to attend and vote at the AGM shall complete the enclosed proxy form in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road Hong Kong, as soon as possible and in any event no later than 11:00 a.m. on Tuesday, June 18, 2024, or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire in such event, the instrument appointing a proxy shall be deemed to be revoked.

### **CLOSURE OF REGISTER OF MEMBERS IN RELATION TO THE AGM**

For ascertaining Shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from Monday, June 17, 2024 to Thursday, June 20, 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road Hong Kong, for registration not later than 4:30 p.m. on Friday, June 14, 2024.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by 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 fully paid Share held.

## LETTER FROM THE BOARD

After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at <http://www.hkexnews.hk> and the website of the Company at <http://www.bestfoodholding.com>.

### RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 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 regards 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.

Yours faithfully,  
By Order of the Board  
**Best Food Holding Company Limited**  
(百福控股有限公司)  
**Zhao John Huan**  
*Chairman*

*This appendix is an explanatory statement required to be sent to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution approving the granting of the Buy-back Mandate to be proposed at the AGM. The Directors confirm that neither this explanatory statement nor the proposed share buy-backs pursuant to the Buy-back Mandate has any unusual features.*

## **1. THE BUY-BACK MANDATE**

As at the Latest Practicable Date, the total number of issued Shares comprised 1,578,664,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the proposed ordinary resolution granting the Buy-back Mandate at the AGM and on the basis that no further Shares will be allotted and issued or bought back and cancelled prior to the AGM nor outstanding options, if any, granted under the share option scheme of the Company being exercised, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 157,866,400 Shares during the period from the date of passing of the relevant ordinary resolution at the AGM up to (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (c) the revocation, variation or renewal of the Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

## **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to buy back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles and the laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and Shareholders as a whole.

### **3. FUNDING OF BUY-BACK**

Any buy-back may only be effected out of funds of the Company legally available for the purposes in accordance with the Articles and the applicable laws of the Cayman Islands. A listed company may not buy back its own shares 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.

It is presently proposed that any buy-back of Shares would be made out of capital (subject to the Companies Act), profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such buy-back, from profits of the Company or from the Company's share premium account or out of capital (subject to the Companies Act).

The buy-back of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

### **4. STATUS OF SHARES BOUGHT BACK**

Under the laws of the Cayman Islands, a company's shares bought back may (i) be treated by the Company as cancelled and its issued share capital will be reduced accordingly, or (ii) be held by the Company as treasury shares and its issued share capital will be reduced; and in each case, the authorised share capital would not be reduced.

### **5. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Group (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

### **6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, in the event that the Buy-back Mandate is approved by the Shareholder, to sell any Shares to the Company.

None of the core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Buy-back Mandate is approved by the Shareholders.

**7. DIRECTORS' UNDERTAKING**

The Directors will exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**8. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT**

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, Sonic Tycoon Limited, which is the controlling shareholder of the Company, held 1,183,998,000 Shares, representing 75% of the issued capital of the Company. As at the Latest Practicable Date, the Directors are not aware of any consequences for Sonic Tycoon Limited under the Takeovers Code as a result, solely, of the Directors exercising the Buy-back Mandate in full. However, assuming that the total number of issued Shares held by Sonic Tycoon Limited and its associates remains unchanged and assuming the Company does not have any treasury shares, if the Buy-back Mandate is exercised in full, the amount of Shares held by Sonic Tycoon Limited would increase to approximately 83.33% and the amount of Shares held by the public would be reduced to less than 25% of the total issued share capital of the Company respectively. The Directors have no intention to buy back Shares to such an extent which will result in the percentage of Shares in issue (excluding treasury shares) that are held by the public being reduced to less than 25%.

**9. SHARE PURCHASE MADE BY THE COMPANY**

No buy-backs of securities have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

**10. SHARE PRICES**

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest Price HK\$</b>	<b>Lowest Price HK\$</b>
<b>2023</b>		
April	1.06	0.78
May	1.06	0.92
June	1.25	1.00
July	1.29	1.04
August	1.22	1.05
September	1.15	1.11
October	1.20	1.09
November	1.08	0.76
December	1.03	0.94
<b>2024</b>		
January	1.03	1.00
February	1.00	1.00
March	1.00	1.00
April (up to and including the Latest Practicable Date)	0.99	0.86

**DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

Details of the Directors who are required to retire at the AGM according to the Articles and who, being eligible, have offered themselves for re-election at the AGM are as follows:

**Mr. Jing Shen (“Mr. Jing”) — Executive Director**

Mr. Jing Shen (景慎), aged 44, an executive Director and chief financial officer of the Company, joined the Group in November 2016. Mr. Jing has over 10 years of experience in the consumer and retail business. He is responsible for managing the Company’s finances, including financial planning, management of financial risks, accounting record-keeping, and preparation of financial reports. Mr. Jing has also served as an executive director of Beijing HHG Restaurant Management Co., Ltd\* (北京和合谷餐飲管理有限公司) (“**HHG**”) since 7 November 2017, executive director of Beijing Xinladao Trading Co., Ltd.\* (北京新辣道餐飲管理有限公司) (“**Xinladao Catering**”) since 30 October 2018, executive director of Tianjin Hanfangweiyi Food Limited\* (天津漢方偉業食品有限公司) since 30 June 2017, and the general manager of Hongfu Restaurant Management (Shenzhen) Co., Ltd\* (宏福餐飲管理(深圳)有限公司) since 10 April 2017, each being a subsidiary of the Group. From April 2014 to October 2016, Mr. Jing held the position of chief executive officer at Beijing Niologic Commercial and Trading Co., Ltd. In 2008, Mr. Jing joined Hony Capital and was eventually promoted to vice president. Mr. Jing obtained a Master’s degree in business administration from China Europe International Business School in February 2008 and a bachelor’s degree from Beijing Foreign Studies University in July 2002.

Pursuant to an appointment letter entered into with the Company, Mr. Jing’s appointment shall be for a period of three years and is subject to retirement by rotation and is eligible for re-election at least every three years at the annual general meeting of the Company pursuant to the provisions of the Listing Rules and the Articles. As at the Latest Practicable Date, Mr. Jing was not entitled to any director’s fee or emoluments. Mr. Jing’s remuneration is subject to review by the Board from time to time.

Save as disclosed above, Mr. Jing did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date. Other than that mentioned above, Mr. Jing did not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Jing was interested in 15,786,640 underlying Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no information relating to Mr. Jing that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Jing’s re-election.

**Mr. Lo Wei-Ren — Independent non-executive Director**

Mr. Lo Wei-Ren (also known as Mr. Lo Lobo) (羅維仁), aged 64, has been appointed as an independent non-executive Director of the Company since 27 April 2021. Mr. Lo has over 30 years of experience in the international restaurant chain business. Mr. Lo served as Senior Advisor in Unitas Capital from May 2014 to January 2016, and was appointed as Chairman of Babela Group from June 2014 to February 2016. From October 2012 to September 2014, Mr. Lo served as Chief Strategic Advisor for the Beijing Xinladao restaurant group who is mainly responsible for brand re-positioning, organization functionality restructuring and brand strategic development. From May 2008 to January 2009, Mr. Lo served as the Executive Board Director for China Grand Automotive Services Group Co., Ltd., a portfolio company of Texas Pacific Group. Mr. Lo served as Brand General Manger for Pizza Hut & Pizza Delivery Home Service brands from May 1997 to May 2008 and was promoted to the Vice President and Brand General Manager for Yum China Inc. from November 2003 to May 2008, with a total of 11 years' tenure in Yum China from 1997 to 2008. Mr. Lo obtained an Associate degree in Hotel & Restaurant management from Katherine Gibbs Business School in New York in July 1993 and attended the Executive Management program from Wharton Business School in November 2007.

Pursuant to an appointment letter entered into with the Company, Mr. Lo's appointment shall be for a period of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the provisions of the Listing Rules and the Articles. As at the Latest Practicable Date, Mr. Lo was entitled to receive his remuneration of HK\$161,000 per annum from the Company, which was determined with reference to the experience and duties of Mr. Lo as well as the Company's remuneration policy, his duties and responsibility within the Group and his expected contribution to the Group. Mr. Lo's remuneration is subject to review by the Board from time to time.

Save as disclosed above, Mr. Lo did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date. Other than that mentioned above, Mr. Lo did not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Lo did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no information relating to Mr. Lo that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Lo's re-election.

\* *for identification purpose only*

*Details of the Proposed Amendments are set out as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):*

Article No.	Proposed amendments (showing changes to the Existing Articles)
1.(A)	<p>“Company’s website” the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders <del>at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 177(B) or, as subsequently amended by notice given to the shareholders in accordance with Article 177;</del></p> <p><u>“Corporate Communication” shall have the meaning as ascribed to it in the Listing Rules;</u></p>
1.(A)	<p>“dividend” shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues;</p> <p><u>“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium;</u></p>
1.(A)	<p>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non- transitory form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each case, <del>the shareholder concerned (where the relevant provision of these Articles require the delivery or service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the shareholder’s election comply</del> <u>complies</u> with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory.</p>

Article No.	Proposed amendments (showing changes to the Existing Articles)
1.(B)	<p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular shall include the plural and words denoting the plural shall include the singular;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere;<del>and</del></p> <p>(iv) <u>references to the right of a member to speak at a 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; and</u></p> <p>(v) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p>

Article No.	Proposed amendments (showing changes to the Existing Articles)
85.(A)	<p><u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>
85.(B)	<p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) <u>or in such manner (including by electronic communication)</u> as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place <u>or manner</u> is specified, at the Registration Office), <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, <del>and in default the instrument of proxy shall not be treated as valid.</del> No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting <del>in person</del> <u>convened</u> and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Article No.	Proposed amendments (showing changes to the Existing Articles)
172.(C)	<p>Subject to due compliance with the Statutes and the rules of the stock exchange in the Relevant Territory, <del>and to obtaining all necessary consents, if any, required thereunder and such consents being in full force and effect,</del> the requirements of Article 172(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes and instead of such copies, a summary financial statement derived from the Company's annual financial statements and the directors' report thereon, which shall be in the form and containing the information required by applicable laws and regulation, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete <del>printed</del> copy of the Company's annual financial statement and the directors' report thereon.</p>
177.(A)	<p>Subject to Article 177(B), any notice or document, <u>whether or not</u> to be given or issued under these Articles <u>by the Company, including any Corporate Communication,</u> shall be in writing or by cable, telex, facsimile transmission message or other form of electronic transmission <u>or electronic communication,</u> and, <u>to the extent permitted by and subject to compliance with the requirements of the Listing Rules,</u> may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the <del>register</del> <u>Register</u> or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by transmitting it to any telex or facsimile transmission number or electronic number or by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Article No.	Proposed amendments (showing changes to the Existing Articles)
177.(B)	<p>Subject to due compliance with the rules of the stock exchange in the Relevant Territory, <del>and to obtaining all necessary consents, if any, required and such consents being in full force and effect,</del> any notice or document (including <u>any Corporate Communication and</u> any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities and whether or not given or issued under these Articles) may also be served by the Company <del>on any shareholder or holder of other securities of the Company</del> by electronic means:</p> <p>(i) <del>at his electronic address or website as appearing in the Register (if any) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 178(F); or</del></p> <p>(ii) <del>at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or</del></p> <p>(ii) by placing it on the Company's website <del>provided that where the relevant documents are the Company's directors' report, annual financial statements, auditors' report, interim report (and, where applicable, summary interim report) and, where Article 172(C) applies, a summary financial statement, any service of such documents by placing on the Company's website shall also be accompanied by a notice of the publication ("notice of publication") of such documents on the Company's website given to the shareholder concerned in the manner referred to in Article 177(A) or in any other manner agreed between the shareholder concerned and the Company; or the website of the stock exchange in the Relevant Territory; or</del></p> <p>(iii) <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p><del>provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purposes of this Article 177(B) shall be given by that one of the joint holders who is entitled to receive notice pursuant to Article 177(A); and (bb) the Company may, for the purposes of this Article 177(B), propose to its shareholders any one or more or all of the above means of electronic communication.</del></p>

Article No.	Proposed amendments (showing changes to the Existing Articles)
178.(B)	<p>Any shareholder who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or electronic address (as the case may be) or a correct registered address or electronic address (as the case may be) to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address or electronic address (as the case may be) shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Directors in their absolute discretion so elect (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Directors see fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website <u>or the website of the stock exchange in the Relevant Territory</u> <del>and stating the address within the Relevant Territory at which he may obtain a copy of the notice or document.</del> Any notice or document served in the manner so described shall be sufficient service as regards shareholders with no registered or electronic address (as the case may be) or incorrect addresses, provided that nothing in this paragraph (B) shall be construed as requiring the Company to serve any notice or document on any shareholder with no or an incorrect registered address or electronic address (as the case may be) for the service of notice or document on him or on any shareholder other than the first named on the register of members of the Company.</p>
178.(C)	<p>If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address <del>or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Article 177(B))</del> but have been returned undelivered, such shareholder (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address <del>(in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 177(B))</del> for the service of notices on him.</p>

Article No.	Proposed amendments (showing changes to the Existing Articles)
178.(D)	Notwithstanding any election by a member, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the member located, <u>subject to compliance with the Listing Rules,</u> the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company's website <u>and/or the website of the stock exchange in the Relevant Territory,</u> and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on which the same is first placed on the Company's website <u>and/or the website of the stock exchange in the Relevant Territory.</u>
178.(F)	<u>(F) Every member or person who is entitled to receive notices or documents from the Company under the provisions of the Statutes and these Articles may register with the Company an electronic address to which notices or documents can be sent to or served upon him.</u>
179.(D)	Any notice or document placed on the Company's website <u>and/or the website of the stock exchange of the Relevant Territory</u> is deemed given <u>or served</u> by the Company to a shareholder on the day the notice or document <del>is placed</del> <u>first appears</u> on the Company's website <del>except where the document is the Company's directors' report, annual financial statements or auditors' report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder</del> <u>and/or the website of the stock exchange, unless the Listing Rules specify a different date. In such case, the deemed date of service shall be as provided or required by the Listing Rules.</u>
179.(F)	<del>Any notice or document served pursuant to Article 178(B) shall be deemed duly served 24 hours after the relevant notice was first displayed.</del> <u>[Deleted]</u>
179.(H)	Any notice may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable <del>Statutes</del> <u>Statutes,</u> rules and regulations.
183	The signature to any notice or document to be given by the Company may be written <del>or,</del> <u>printed or in electronic form.</u>
185	<u>Unless otherwise provided by the Act,</u> <del>A</del> a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

*Notes:*

1. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Amended and Restated Articles. If the serial numbering of the clauses of the Existing Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Articles as so amended shall be changed accordingly, including cross-references.
2. In view of the recent restructuring of appendices to the Listing Rules, all cross references to “Appendix 3” of the Listing Rules in the margin notes of the Existing Articles have been changed to “Appendix A1” and such changes are not separately reflected in the table above.
3. The articles of association of the Company are prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

## NOTICE OF ANNUAL GENERAL MEETING

### BEST FOOD HOLDING COMPANY LIMITED

### 百福控股有限公司

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

**(Stock Code: 01488)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Best Food Holding Company Limited (the “**Company**”) will be held at Room Boxue, 32F, Hony Tower, 1 Jinrong Street, Guiwan, Nanshan District, Shenzhen, China, on Thursday, June 20, 2024 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”, each a “**Director**”) and the auditors of the Company for the year ended 31 December 2023.
2. To re-elect Mr. Jing Shen as an executive Director.
3. To re-elect Mr. Lo Wei-Ren as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

As ordinary business, to consider and if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

6. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, 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) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (I) a Rights Issue (as hereinafter defined); (II) any issue of Shares for the grant or exercise of any option under any share option scheme of the Company 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; or (III) any issue of Shares as scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares 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 warrants of the Company or any existing securities of the Company, shall not exceed 20% of the total number of issued Shares (excluding treasury shares) as at the date 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 earlier 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to shareholders of the Company whose name appear on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Board 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 outside Hong Kong).”

7. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back the issued Shares, subject to and in accordance with all applicable laws, rules and regulations of the Securities and Futures Commission and The Stock Exchange of

## NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Limited, including without limitation the requirements of the Listing Rules, as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which the Directors are authorised to buy back pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 to be held by any other applicable law of the Cayman Islands or the articles of association of the Company; and
- (III) the revocation or variation of this resolution of the Shareholders in general meeting.”

As special business, to consider and, if thought fit, pass the following resolution (with or without modifications) as ordinary resolution of the Company:

- 8. “**THAT** conditional upon resolutions no. 6 and 7 above being passed, the unconditional general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 6 set out in the notice convening the AGM be and is hereby extended by the addition thereto of such number of Shares representing the aggregate number of Shares which are bought back by the Company under the authority granted to the Directors pursuant to resolution no. 7 above in the notice convening the AGM, provided that such number of additional Shares shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modifications) as a special resolution of the Company:

9. **“THAT:**

- (a) the second amended and restated articles of association of the Company (collectively, the **“Amended and Restated Articles”**), a copy of which has been produced to the AGM and marked “A” and signed by the chairman of the AGM for the purpose of identification, be and are hereby approved and adopted, in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect; and
- (b) any Director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the Amended and Restated Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board  
**Best Food Holding Company Limited**  
**Zhao John Huan**  
*Chairman*

Hong Kong, April 25, 2024

*Registered Office:*

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

*Principal office in Hong Kong:*

Suite 11, 70/F  
Two International Finance Centre  
No. 8 Finance Street  
Central  
Hong Kong

## NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Zhao John Huan, Mr. Wang Xiaolong and Mr. Jing Shen and three independent non-executive Directors, namely Mr. Leung Kwai Kei, Mr. Heng Victor Ja Wei and Mr. Lo Wei-Ren.

*Notes:*

1. Any member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. 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 AGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall be deemed joint holders thereof.
3. The proxy form appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road Hong Kong no later than 11:00 a.m. on Tuesday, June 18, 2024, or not less than 48 hours before the time for holding any adjourned meeting (as the case may be), and in default the proxy form shall not be treated as valid.
5. Completion and return of the proxy form shall not preclude members of the Company from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For determining the entitlement of shareholders to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Monday, June 17, 2024 to Thursday, June 20, 2024, both dates inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, June 19, 2024 will be entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road Hong Kong, for registration not later than 4:30 p.m. on Friday, June 14, 2024.
7. A proxy form for use at the AGM is enclosed.