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五谷磨房

Natural Food International Holding Limited 五谷磨房食品國際控股有限公司

(Registered by way of continuation in the Cayman Islands with limited liability)

(Stock Code: 1837)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 MAY 2024

Reference is made to the circular (the “**Circular**”) of Natural Food International Holding Limited (the “**Company**”) dated 26 April 2024. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless otherwise specified herein.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders at the Annual General Meeting held on 31 May 2024 as ordinary resolutions by way of poll. The poll results in respect of the resolutions passed at the Annual General Meeting were as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		No. of votes cast and percentage of total number of votes cast	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditors of the Company for the year ended 31 December 2023.	1,008,285,743 (99.9881%)	120,000 (0.0119%)

ORDINARY RESOLUTIONS <i>(Note)</i>		No. of votes cast and percentage of total number of votes cast	
		For	Against
2.	To re-elect the following Directors:		
2a.	Ms. TSE Cheung On Anne as a non-executive Director.	1,008,405,743 (100%)	0 (0%)
2b.	Mr. WANG Duo as a non-executive Director.	1,008,405,743 (100%)	0 (0%)
2c.	Mr. HU Peng as an independent non-executive Director.	1,008,405,743 (100%)	0 (0%)
2d.	Mr. OUYANG Liangyi as an independent non-executive Director.	1,008,405,743 (100%)	0 (0%)
3.	To authorise the Board to fix the remuneration of the Directors for the year ending 31 December 2024.	1,008,405,743 (100%)	0 (0%)
4.	To re-appoint Ernst & Young as the independent auditors of the Company and authorise the Board to fix their remuneration.	1,008,405,743 (100%)	0 (0%)
5A.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the additional shares not exceeding 20% of the total number of issued shares of the Company.	999,830,000 (99.149574%)	8,575,743 (0.850426%)
5B.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company.	1,006,889,743 (99.849664%)	1,516,000 (0.150336%)

ORDINARY RESOLUTIONS <i>(Note)</i>		No. of votes cast and percentage of total number of votes cast	
		For	Against
5C.	To extend the general mandate granted to the Directors pursuant to ordinary resolution no. 5(A) to issue additional shares in the capital of the Company by adding to the number of issued shares of the Company repurchased under ordinary resolution no. 5(B).	999,830,000 (99.149574%)	8,575,743 (0.850426%)
6.	To distribute a final dividend of RMB0.0323 (equivalent to approximately HK\$0.0356, payable in HKD) per ordinary share for the year ended 31 December 2023 to be paid out of the contributed surplus account of the Company as ascertained in accordance with Cayman Islands Companies Act, as amended from time to time.	1,008,405,743 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as ordinary resolutions at the Annual General Meeting.

Notes:

- (1) Please refer to the notice of the Annual General Meeting contained in the Circular for the full text of the ordinary resolutions.

As at the date of the Annual General Meeting, the total number of issued Shares was 2,188,514,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the Annual General Meeting. There were no shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rule. No Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions at the Annual General Meeting. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the above resolutions.

Except that Ms. TSE Cheung On Anne was absent from the Annual General Meeting due to her other work commitment overseas, all other directors of the Company attended the Annual General Meeting either in person or by electronic means.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer at the Annual General Meeting for the vote-taking.

According to the resolution no. 6 passed at the Annual General Meeting, the Company will distribute the final dividend to the Shareholders whose names appear on the register of members of the Company on Thursday, 13 June 2024. In order to qualify for the final dividend, all duly stamped instruments of transfers, accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited for registration not later than 4:30 p.m. on Thursday, 6 June 2024. The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of shares will be effected. The final dividend is anticipated to be paid around Friday, 21 June 2024.

By order of the Board
Natural Food International Holding Limited
GUI Changqing
Chairman

Hong Kong, 31 May 2024

As at the date of this announcement, the executive Directors are Ms. GUI Changqing and Mr. ZHANG Zejun; the non-executive Directors are Ms. TSE Cheung On Anne and Mr. WANG Duo; and the independent non-executive Directors are Mr. ZHANG Senquan, Mr. HU Peng and Mr. OUYANG Liangyi.