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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Best Food Holding Company Limited (the “**Company**”) will be held at Room Shensi, 25F, Hexa International Plaza, No. 9, Chaoyangmen North Street, Dongcheng District, Beijing, China, on Tuesday, June 6, 2023 at 10:30 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 2022.
2. To re-elect Mr. Zhao John Huan as an executive Director.
3. To re-elect Mr. Leung Kwai Kei 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 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 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;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) 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 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 Hong Kong Limited, including without limitation the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 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 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 as at the date of passing of this resolution.”

## SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

9. **“THAT:**

- (a) the amended and restated memorandum of association and articles of association of the Company (collectively, the **“Amended and Restated Memorandum and 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 memorandum of association and 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 Memorandum and 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 27, 2023

*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

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 10:30 a.m. on Sunday, June 4, 2023, 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 Thursday, June 1, 2023 to Tuesday, June 6, 2023, 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 Monday, June 5, 2023 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 Wednesday, May 31, 2023.
7. A proxy form for use at the AGM is enclosed.