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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Qinqin Foodstuffs Group (Cayman) 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, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**Qinqin Foodstuffs Group (Cayman) Company Limited**

**親親食品集團(開曼)股份有限公司**

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

**(Stock Code : 1583)**

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Qinqin Foodstuffs Group (Cayman) Company Limited to be held at Admiralty Conference Centre (ACC), 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Wednesday, 29 May 2019 at 3:30 p.m. is set out on pages 16 to 19 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting (i.e. Monday, 27 May 2019 at 3:30 p.m. Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

Hong Kong, 26 April 2019

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Admiralty Conference Centre (ACC), 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Wednesday, 29 May 2019 at 3:30 p.m., the notice of which is set out on pages 16 to 19 of this circular
“Board”	the board of directors of the Company
“close associates”	has the meaning ascribed to such term under the Listing Rules
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands
“Company”	Qinqin Foodstuffs Group (Cayman) Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 1583)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	16 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in item 4 of the notice of the Annual General Meeting

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of issued Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“%”	per cent.

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LETTER FROM THE BOARD

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**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**親親食品集團(開曼)股份有限公司**

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

**(Stock Code : 1583)**

*Non-executive Directors:*

Mr. HUI Lin Chit  
Mr. SZE Man Bok  
Mr. WU Huolu  
Mr. WU Sichuan  
Mr. WU Yinhang

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Executive Directors:*

Mr. HUI Ching Lau (*Chairman*)  
Mr. ZHU Hong Bo (*Chief Executive Officer*)  
Mr. WONG Wai Leung  
(*Chief Financial Officer and Company Secretary*)

*Principal Place of Business in*

*Hong Kong:*  
Unit 2601, 26th Floor  
Admiralty Centre, Tower 1  
18 Harcourt Road, Hong Kong

*Independent non-executive Directors:*

Mr. CAI Meng  
Mr. CHAN Yiu Fai Youdey  
Mr. NG Swee Leng  
Mr. Paul Marin THEIL

26 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the proposed renewal of the general mandates to repurchase Shares and to allot, issue and deal with Shares and re-election of retiring Directors, and to seek your approval of the resolutions relating to these relevant matters at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO REPURCHASE SHARES

The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting granting to the Directors a general mandate to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the resolution (i.e. 67,509,655 Shares based on the total number of issued Shares of 675,096,557 as at the Latest Practicable Date and assuming that such total number of issued Shares remains the same as at the date of passing the Repurchase Resolution). An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

The general mandate granted pursuant to the Repurchase Resolution shall be exercisable during the period from the passing of the Repurchase Resolution until whichever is the earliest of:—

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands or the articles of association of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

### 3. GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the Annual General Meeting two ordinary resolutions (namely ordinary resolutions as referred to in items 5 and 6 of the notice of Annual General Meeting) respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution (i.e. 135,019,311 Shares based on the total number of issued Shares of 675,096,557 as at the Latest Practicable Date and assuming that such total number of the issued Shares remains the same as at the date of passing the ordinary resolution) and adding to such general mandate so granted to the Directors any Shares, representing the total number of issued Shares, repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution.

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## LETTER FROM THE BOARD

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The general mandate to allot, issue and deal with Shares shall be exercisable during the period from the passing of the ordinary resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands or the articles of association of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of twelve Directors, namely Mr. HUI Lin Chit, Mr. SZE Man Bok, Mr. WU Huolu, Mr. WU Sichuan and Mr. WU Yinhang as non-executive Directors, Mr. HUI Ching Lau, Mr. ZHU Hong Bo and Mr. WONG Wai Leung as executive Directors and Mr. CAI Meng, Mr. CHAN Yiu Fai Youdey, Mr. NG Swee Leng and Mr. Paul Marin THEIL as independent non-executive Directors.

Pursuant to Article 16.2 of the articles of association of the Company, Mr. HUI Ching Lau, Mr. WONG Wai Leung, Mr. WU Yinhang and Mr. NG Swee Leng shall retire by rotation at the Annual General Meeting and shall be eligible and offer themselves for re-election. Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

The nomination committee of the Company had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2018 based on the independence criteria as set out in Rule 3.13 of the Listing Rules, including Mr. NG Swee Leng. The nomination committee of the Company had considered and nominated Mr. NG Swee Leng to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting.

Mr. NG Swee Leng has intensive experience in financial and management. He is a chartered accountant. The Board believes that the skill and experience he acquired from a different background will be beneficial to the Board with diversity of his comprehensive experience and knowledge and he will continue to contribute effectively to the Board.

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. HUI Ching Lau, Mr. WONG Wai Leung, Mr. WU Yinhang and Mr. NG Swee Leng stands for re-election as Director by way of separate resolution at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

On pages 16 to 19 of this circular, you will find a notice convening the Annual General Meeting at which, among other business, the following resolutions will be proposed:—

- ordinary resolutions to re-elect retiring Directors;
- an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase on the Stock Exchange Shares representing up to 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution;
- an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to issue, allot and deal with Shares with an aggregate number of shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution; and
- an ordinary resolution to extend the general mandate which will be granted to the Directors to issue, allot and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate.

### 6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 7. ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Monday, 27 May 2019 at 3:30 p.m. Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not prevent shareholders of the Company from attending and voting at the Annual General Meeting or any adjourned meeting if they so wish.



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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Friday, 24 May 2019 to Wednesday, 29 May 2019 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 23 May 2019.

### **8. RECOMMENDATION**

The Directors believe that the proposals and re-election of retiring Directors referred to in this circular are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions as set out in the notice of Annual General Meeting.

By Order of the Board  
**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**HUI Ching Lau**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Share Buy-back Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 675,096,557 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 67,509,655 Shares, representing not more than 10% of the total number of issued Shares as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Directors will only apply funds legally available for such purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The monthly highest and lowest prices at which the Shares have traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:—

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2018	2.57	2.30
May 2018	2.44	2.28
June 2018	2.43	2.19
July 2018	2.38	2.12
August 2018	2.35	2.26
September 2018	2.58	2.28
October 2018	2.37	2.01
November 2018	2.35	2.11
December 2018	2.39	2.12
January 2019	2.31	2.11
February 2019	2.27	2.10
March 2019	2.40	2.10
April 2019 (from 1 April 2019 up to the Latest Practicable Date)	2.68	2.35

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No 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 its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

**6. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, 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 group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Sure Wonder Limited, a company wholly owned by Mr. HUI Ching Lau (an executive Director of the Company), held 235,489,905 Shares (representing approximately 34.88% of the issued Shares). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Proposal, then (if the present shareholdings otherwise remained the same) the shareholding of Sure Wonder Limited in the Company would be increased to approximately 38.76% of the issued Shares. Accordingly, Sure Wonder Limited will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to repurchase Shares to such an extent as would result in takeover obligations. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. In addition, the Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting to be held on 29 May 2019:—*

**(1) MR. HUI CHING LAU**

**Mr. Hui Ching Lau**, aged 39, was a non-executive Director of the Company since 22 March 2016 until his re-designation as an executive Director on 16 May 2017. He is the Chairman of the Board and the chairman and member of nomination committee of the Company since 12 April 2017. He is also a director of most of the subsidiaries of the Group. He is responsible for providing leadership, guidance and strategic advice on corporate development and investment of the Group. He has accumulated over 14 years of experience in the food and snacks business since he became a director of some of the subsidiaries of the Group in April 2003. He is also the managing director of Lianjie Investments Group Limited. He has about 18 years of experience in investment management and is responsible for the daily operation and management of Lianjie Investments Group Limited.

Mr. Hui graduated with a Degree of Bachelor of Arts in Accounting & Finance and Economics from the University of Kent at Canterbury in July 2001, and a Degree of Master of Science in Finance from the University of London (Imperial College of Science, Technology and Medicine) in the UK in November 2002. He also received a Degree of Executive Master of Business Administration from Cheung Kong Graduate School of Business in September 2010.

Mr. Hui has entered into a service contract with the Company for a term of three years commencing on 16 May 2017, which may be terminated by not less than one month's notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$60,000 per annum, plus discretionary bonus, pursuant to his service contract. When reviewing and determining the specific remuneration packages for the Directors, the Company has taken into consideration factors such as their individual performance, qualification, experience and seniority, salaries paid by comparable companies, time commitment and responsibilities of each persons, employment elsewhere in the Group and desirability of performance-based remuneration.

Mr. Hui is the son of Mr. Hui Lin Chit, the ex-Chairman of the Board and a non-executive Director of the Company. He is a director and shareholder of Sure Wonder Limited, a substantial Shareholder.

Mr. Hui is also a director of AGORA Hospitality Group Co., Ltd. (a company whose shares are listed on the Tokyo Stock Exchange, stock code: 9704) since 29 March 2018. Mr. Hui was a former non-executive director of China Huiyuan Juice Group Limited (a company whose shares are listed on the Main Board of the Stock Exchange, stock code: 1886). Mr. Hui was appointed as the non-executive director on 29 January 2018 and resigned with effect from 10 January 2019.

Save as disclosed above, at the Latest Practicable Date, Mr. Hui did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years nor have any relationship with any directors, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Hui was interested in 235,489,905 Shares, which were held and owned by Sure Wonder Limited, a company wholly owned by Mr. Hui. Save as disclosed above, he did not hold any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Hui has confirmed that there are no other matters that need to be brought to the attention to the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

**(2) MR. WONG WAI LEUNG**

**Mr. Wong Wai Leung**, aged 41, is an executive Director, the chief financial officer and company secretary of the Company. He is also a director of most of the subsidiaries of the Group. He is responsible for the corporate development, investment, accounting and financial, and corporate governance matters of the Group. Mr. Wong worked at Ernst & Young in audit assurance from September 2000 to July 2009. He is an independent non-executive director of MediNet Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock code: 8161), since 19 May 2016 and an independent non-executive director of Vertical International Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock code: 8375), since 24 October 2017. He is also a director in a private group ultimately owned by Mr. Hui Ching Lau, which manages investments and trusts for Mr. Hui Ching Lau's family. Save as disclosed above, at the Latest Practicable Date, Mr. Wong did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years nor have any relationship with any directors, senior management, substantial or controlling shareholder of the Company.

Mr. Wong received a Degree of Bachelor of Business Administration in Accounting from the Hong Kong University of Science and Technology in November 2000. He has also been a member of the Hong Kong Institute of Certified Public Accountants since July 2004, and a fellow of the Association of Chartered Certified Accountants since September 2010.

Mr. Wong has entered into a service contract with the Company for a term of three years commencing on 8 July 2016, which may be terminated by not less than one month's notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He is entitled to an annual remuneration of HK\$1,360,000, plus discretionary bonus, pursuant to his service contract. When reviewing and determining the specific remuneration packages for the Directors, the Company has taken into consideration factors such as their individual performance, qualification, experience and seniority, salaries paid by comparable companies, time commitment and responsibilities of each persons, employment elsewhere in the Group and desirability of performance-based remuneration.

As at the Latest Practicable Date, Mr. Wong had interested in 240,000 share options of the Company. Save as disclosed above, he did not hold any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Wong has confirmed that there is no other matters that need to be brought to the attention to the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

**(3) MR. WU YINHANG**

**Mr. WU Yinhang**, aged 51, is a non-executive Director of the Company. He is responsible for providing leadership and guidance in relation to the general development of the Group. He is one of the founding members of the Group and has accumulated over 28 years of experience in food and snacks production, operation and management.

Mr. Wu has entered into a service contract with the Company for a term of three years commencing on 8 July 2016, which may be terminated by not less than one month's notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$60,000 per annum, plus discretionary bonus, pursuant to his service contract. When reviewing and determining the specific remuneration packages for the Directors, the Company has taken into consideration factors such as their individual performance, qualification, experience and seniority, salaries paid by comparable companies, time commitment and responsibilities of each persons, employment elsewhere in the Group and desirability of performance-based remuneration.

Mr. Wu is the brother of Mr. Wu Huolu's brother-in-law. Mr. Wu Huolu is a non-executive Director. Save as disclosed above, he does not have any relationship with any directors, senior management, substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wu does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu has confirmed that there are no other matters that need to be brought to the attention to the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.



**(4) MR. NG SWEE LENG**

**Mr. Ng Swee Leng**, aged 54, was appointed as an independent non-executive Director on 17 June 2016. He is the chairman of audit committee and a member of remuneration and nomination committees of the Company. Mr. Ng has 29 years of financial and managerial experience. Mr. Ng was the Associate Finance Director of Procter & Gamble International Operations Pte. Limited in Singapore from August 2007 to August 2008. He then joined Kraft Foods China and acted as its Chief Financial Officer from November 2008 to June 2013 before he acted as the Chief Financial Officer of GroupM China from June 2013 until February 2016. He was responsible for, amongst others, overseeing the finance functions and corporate governance matters of the aforesaid companies before his appointment as an independent non-executive Director.

Mr. Ng completed the examination of The Chartered Institute of Management Accountants (“CIMA”) in the UK in November 1989. He has been a fellow of CIMA since September 2000. Mr. Ng was certified as a Chartered Accountant by and became a member of the Malaysian Institute of Accountants in June 2001, and has been a member of the Chartered Global Management Accountants in the UK and USA since May 2011.

Mr. Ng has entered into a letter of appointment with the Company for an initial term of three years commencing on 8 July 2016, which may be terminated by not less than one month’s notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He is entitled to a director’s fee of HK\$100,000 per annum pursuant to his letter of appointment. When reviewing and determining the specific remuneration packages for the Directors, the Company has taken into consideration factors such as their individual performance, qualification, experience and seniority, salaries paid by comparable companies, time commitment and responsibilities of each persons, employment elsewhere in the Group and desirability of performance-based remuneration.

At the Latest Practicable Date, Mr. Ng did not hold any other directorship in the listed public companies in Hong Kong or overseas during the past three years nor have any relationship with any other directors, senior management, substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Ng did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ng has confirmed that there are no other matters that need to be brought to the attention to the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

---

### **Qinqin Foodstuffs Group (Cayman) Company Limited** **親親食品集團(開曼)股份有限公司**

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

**(Stock Code : 1583)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Qinqin Foodstuffs Group (Cayman) Company Limited (the “**Company**”) will be held at Admiralty Conference Centre (ACC), 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Wednesday, 29 May 2019 at 3:30 p.m. for the following purposes:—

1. To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2018.
2.
  - (a) To re-elect Mr. HUI Ching Lau as an executive director of the Company.
  - (b) To re-elect Mr. WONG Wai Leung as an executive director of the Company.
  - (c) To re-elect Mr. WU Yinhang as a non-executive director of the Company.
  - (d) To re-elect Mr. NG Swee Leng as an independent non-executive director of the Company.
  - (e) To authorise the board of directors of the Company to fix the remuneration of all the directors.
3. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:—

### **ORDINARY RESOLUTION**

“**THAT** :—

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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- (b) the aggregate number of shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares as at the date of passing this resolution and provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
  - (c) for the purposes 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; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
5. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:—

### 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 and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; (iii) pursuant to an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; or (iv) any specific authority, shall not exceed 20% of the total number of issued shares as at the date of passing this Resolution, and provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:—

### ORDINARY RESOLUTION

“**THAT** subject to the passing of the Resolutions in items 4 and 5 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution in item 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution in item 4 of the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing the said Resolution in item 4 of the notice convening this meeting (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares into a smaller or larger number of shares after passing of this Resolution).”

By Order of the Board  
**Qinqin Foodstuffs Group (Cayman) Company Limited**  
**HUI Ching Lau**  
*Chairman*

Hong Kong, 26 April 2019

*Notes:—*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more proxy(ies) to attend and vote in his/her/its stead. A proxy need not be a member of the Company. In order to be valid, the proxy form must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting (i.e. Monday, 27 May 2019 at 3:30 p.m. Hong Kong time) or adjourned meeting.
2. Completion and delivery of the proxy form will not preclude members from attending and voting in person at the annual general meeting or any adjourned meeting if they so wish.
3. In the case of joint holders of shares in the Company, the vote of the more senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members.
4. The register of members will be closed from 24 May 2019 to 29 May 2019, both days inclusive, during which no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on 23 May 2019.
5. With regard to item 2 in this notice, the board of directors of the Company proposes that all the retiring directors, be re-elected as directors of the Company. Details of the retiring directors are set out in the Appendix II of the circular to shareholders of the Company dated 26 April 2019.