
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the Revised 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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

This supplemental 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 regard 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 supplemental 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 supplemental circular misleading.

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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 3 APRIL 2024 AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of Qinqin Foodstuffs Group (Cayman) Company Limited and the notice convening the Annual General Meeting to be held at Room 1, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 17 May 2024 at 3:30 p.m. (Hong Kong time) both dated 3 April 2024.

A supplemental notice of the Annual General Meeting is set out on pages 8 to 10 of this supplemental circular. A Revised Proxy Form for use at the Annual General Meeting is also enclosed. Such Revised Proxy Form is also published on the websites of the Stock Exchange and the Company.

Whether or not you propose to attend the Annual General Meeting you are requested to complete the accompanying Revised 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Wednesday, 15 May 2024 at 3:30 p.m. Hong Kong time) or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Hong Kong, 2 May 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Supplemental Notice of AGM	8

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 1, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 17 May 2024 at 3:30 p.m. (Hong Kong time)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chairman”	the Chairman presiding at any meeting of members or of the Board
“Circular”	the circular of the Company dated 3 April 2024
“Company”	Qinqin Foodstuffs Group (Cayman) Company Limited, an exempted 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
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company as adopted pursuant to a special resolution passed on 18 May 2023
“Explanatory Statement”	the explanatory statement set out in Appendix I to the Circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the Memorandum of Association and Articles of Association

DEFINITIONS

“Memorandum of Association”	the memorandum of association of the Company
“New Memorandum and Articles of Association”	the new amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting
“Notice of AGM”	the notice of AGM dated 3 April 2024 set out in the Circular
“Original Proxy Form”	the proxy form enclosed to the Circular
“Proposed Amendments”	the proposed amendments to Existing Memorandum and Articles of Association set out in Appendix III to the Circular
“Revised Proxy Form”	the revised proxy form enclosed to this supplemental circular
“Rule Amendments”	the amendments to the Listing Rules proposed pursuant to the conclusions to the consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on 12 April 2024
“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
“Share Issuance Mandate”	the proposed general mandate to issue Shares set out in the Circular, subject to any amendments proposed in this supplemental circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“supplemental notice of AGM”	the supplemental notice of AGM dated 2 May 2024
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which is schedule to come into effect on 11 June 2024 and as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. HUI Ching Lau (*Chairman*)
Mr. WONG Wai Leung
(Chief Financial Officer and Company Secretary)
Mr. WU Wenxu (*Chief Executive Officer*)

Registered Office:

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

Non-executive Directors:

Mr. SZE Man Bok
Mr. WU Huolu
Mr. WU Sichuan
Mr. WU Yinhang

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

2 May 2024

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 3 APRIL 2024
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Circular and the Notice of AGM. The purpose of this supplemental circular is to provide you with information regarding (i) the updates on the proposed general mandate to issue Shares to be granted to the Directors and (ii) updates on the Explanatory Statement.

This supplemental circular should be read together with the Circular in relation to, among other things, (i) proposed general mandates to repurchase Shares and to issue Shares; (ii) proposed re-election of retiring director; (iii) Proposed Amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

2. UPDATES ON GENERAL MANDATE TO ISSUE SHARES

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments are scheduled to come into effect on 11 June 2024 which will have the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (the “**New Treasury Share Regime**”).

The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares thereby giving the Company an additional channel to manage the Company’s capital structure. As such, the Directors wish to update the Circular and the proposed ordinary resolutions at the Annual General Meeting in relation to the general mandate to issue Shares as follows:–

- (i) the ordinary resolution to be proposed at the AGM to give the Directors a general mandate to allot, issue and deal with Shares shall include any sale or transfer of treasury Shares out of treasury;
- (ii) the maximum number of Shares that may be allotted, issued or dealt with (or sold or transferred in respect of treasury Shares) shall not exceed 20% of the total number of issued Shares as at the date of the passing of the resolution; and
- (iii) the Company will use the Share Issuance Mandate for its sale or transfer of treasury Shares only after the Rule Amendments has come into effect and if the Share Issuance Mandate is approved by the Shareholders at the AGM.

Saved for the above, all other information in relation to the general mandate to issue Shares remain the same.

Accordingly, the Board has resolved that the resolution under item numbered 5 as set out in the Notice of AGM should be deleted in its entirety and replaced by the new resolution under item numbered 5 as set out in the supplemental notice of AGM set out on pages 8 to 10 to this supplemental circular to reflect the applicable Rule Amendments.

LETTER FROM THE BOARD

3. UPDATES ON THE EXPLANATORY STATEMENT

Pursuant to the new rule 10.06(1)(b)(xii) of the Listing Rules that is scheduled to come into effect on 11 June 2024 under the Rule Amendments, the issuer must send to its shareholders an explanatory statement in the manner as required under rule 10.06 of the Listing Rules containing, among others, a statement of whether the issuer intends to cancel the repurchased shares following settlement of any such repurchase or hold them as treasury Shares. Accordingly, the Directors wish to add to the Explanatory Statement as follows:–

- a. The Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the Group’s capital management needs at the relevant time of the repurchase(s).
- b. For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:–
 - (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company; and
 - (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
 - (iii) take any other appropriate measures to ensure that it will not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

Save for the above, the information set out in the Explanatory Statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares remains unchanged and true and accurate.

4. SUPPLEMENTAL NOTICE OF AGM

Set out on pages 8 to 10 of this supplemental circular is the supplemental notice of the AGM at which, inter alia, ordinary resolution to proposed to the Shareholders to consider and approve, among others, the above revised Share Issuance Mandate. Save as disclosed above, all the resolutions proposed in the Circular and set out under the Notice of AGM remain unchanged.

Please refer to the Circular and the Notice of AGM for details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.

LETTER FROM THE BOARD

5. REVISED PROXY FORM

Since the Original Proxy Form does not reflect the revision of the general mandate to issue Shares proposed to be granted to the Directors, the Revised Proxy Form is enclosed for use at the Annual General Meeting. The Revised Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fjqinqin.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Company's share registrar (the "**Share Registrar**"), Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Wednesday, 15 May 2024 at 3:30 p.m., Hong Kong time) or any adjournment thereof (the "**Closing Time**").

A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend, speak and vote at the Annual General Meeting on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.

Shareholders are reminded that submission of the Original Proxy Form and/or the Revised Proxy Form shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting if they so wish.

LETTER FROM THE BOARD

6. ACTION TO BE TAKEN

The Revised Proxy Form is enclosed to this supplemental circular and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fjqinqin.com).

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Proxy Form and return it to the Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Wednesday, 15 May 2024 at 3:30 p.m., Hong Kong time) or any adjournment thereof.

The register of members of the Company will be closed from Monday, 13 May 2024 to Friday, 17 May 2024 (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 Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 10 May 2024.

7. VOTING BY 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.

8. RECOMMENDATIONS

The Directors believe the updates on the proposed general mandate to issue Shares and the updates to the Explanatory Statement are in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution stated in the supplemental notice of the AGM.

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

SUPPLEMENTAL NOTICE OF AGM

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)

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of Qinqin Foodstuffs Group (Cayman) Company Limited dated 3 April 2024 (the “Original AGM Notice”) to convene the AGM which will be held at Room 1, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 17 May 2024 at 3:30 p.m. (Hong Kong time).

Details of the proposed resolutions to be considered at the AGM were stated in the Original AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 3 April 2024. Apart from the amendments stated below, all the information contained in the Original AGM Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated 2 May 2024 (the “Supplemental Circular”), the resolution under item numbered 5 stated in the Original AGM Notice should be deleted in its entirety and replaced by the following new resolution under item numbered 5:

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) and (d) 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 (including any sale or transfer of treasury shares listed on the Stock Exchange (if any), out of treasury) 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;
- (c) the aggregate number of additional shares allotted or agreed conditionally or unconditionally to be allotted or otherwise be dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) (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

SUPPLEMENTAL NOTICE OF AGM

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;

- (d) the authority conferred on the directors of the Company for all the powers of the Company to sell or transfer treasury shares pursuant to paragraph (a) shall only be exercised after the amendments to the Listing Rules relating to treasury shares has come into effect; and
- (e) 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).”

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

Hong Kong, 2 May 2024

SUPPLEMENTAL NOTICE OF AGM

Notes:–

- (i) Please refer to the Original AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
- (ii) The AGM will be held in a form of physical meeting. 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.
- (iii) Since the proxy form accompanying the circular of the Company dated 3 April 2024 does not reflect the revision of the general mandate to issue shares proposed to be granted to the directors of the Company, a revised proxy form (the “**Revised Proxy Form**”) is enclosed for use at the AGM. For details, please refer to the section headed “Revised Proxy Form” of the Supplemental Circular.
- (iv) In order to be valid, the Revised Proxy Form must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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. Wednesday, 15 May 2024 at 3:30 p.m. Hong Kong time) or adjourned meeting.
- (v) Completion and delivery of the Revised Proxy Form will not preclude members from attending and voting in person at the AGM or any adjourned meeting if they so wish.
- (vi) 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.
- (vii) The register of members will be closed from 13 May 2024 to 17 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by no later than 4:30 p.m. (Hong Kong time) on 10 May 2024.
- (viii) If a typhoon signal no. 8 or above is hoisted, “extreme conditions” caused by a super typhoon or a black rainstorm warning signal is/are in force at or at any time after 1:00 p.m. (Hong Kong time) on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/qinqin) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled while an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.