

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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

If you have sold or transferred all your securities in China Kangda Food Company Limited, you should at once hand this circular and the forms of proxy accompanying the Annual Report to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee immediately.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 circular.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this circular.

---



### CHINA KANGDA FOOD COMPANY LIMITED

### 中國康大食品有限公司

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 834)**

**(Singapore Stock Code: P74)**

## PROPOSALS FOR RE-ELECTION OF DIRECTORS AND GENERAL MANDATE TO ISSUE SHARES AND TO BUY BACK SHARES

---

The notice convening the AGM of China Kangda Food Company Limited to be held at 2/F The Function Room 3, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong at 9:30 a.m. on Monday, 22 June 2020 is sent together with proxy form and this circular to shareholders on 22 May 2020. Any Shareholder or depositor or proxy who wishes to take part in the AGM from Singapore, may attend via video conference which shall be held at Room 502, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352. Whether or not you are able to attend the AGM, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon to the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or to the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 (for Singapore Shareholders) as soon as possible and in any event not less than 48 hours before (i.e. Saturday, 20 June 2020 at 9:30 a.m.) the time of the AGM or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

#### PRECAUTIONARY MEASURES FOR THE EPIDEMIC AT THE AGM

Please see page i and ii of this circular for precautionary measures that will be implemented by the Company at the AGM to prevent the spreading of the novel coronavirus:

- (1) Compulsory body temperature checks
- (2) Submission of health declaration form
- (3) Wearing of surgical face mask
- (4) No refreshments will be provided and no corporate gifts will be distributed
- (5) Self-brought Food and Beverage is not allowed

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, at the absolute discretion of the Company, as permitted by law.

**The Company encourages Shareholders to consider appointing the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

22 May 2020

---

## PRECAUTIONARY MEASURES FOR THE EPIDEMIC AT THE AGM

---

In view of the ongoing development of the novel coronavirus epidemic, as at the Latest Practicable Date, the Company is unable to predict the situation of the epidemic and the relevant prevention and control measures required by the Hong Kong Government and/or the Singapore Government at the time of the AGM. If the epidemic persists at that time, Shareholders should assess the health risk for attending the AGM in person.

For protecting Shareholders, staff and other persons attending the AGM from infection, the Company will implement the following precautionary measures for the epidemic at the AGM:

- (i) Conducting compulsory body temperature checks on every Shareholder, proxy and attendees at the entrance of the AGM venue in Hong Kong and video conference venue in Singapore. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry or be required to leave.
- (ii) Every attendee is required to complete and submit a health declaration form at the entrance of the AGM venue in Hong Kong and video conference venue in Singapore providing their names and contact details, and confirming he/she (a) is not subject to any compulsory quarantine prescribed by the Hong Kong Government or the Singapore Government (where applicable); (b) has not had fever, malaise, dry cough, shortness of breath or other flu-like symptoms or travelled outside of Hong Kong or Singapore (where applicable) at any time in the 14 days preceding the AGM; and (c) to the best of his/her knowledge, has not had close contact with any person who cannot satisfy (a) or (b) above, or is a suspected, probable or confirmed case of the novel coronavirus at any time in the 14 days preceding the AGM.
- (iii) Every attendee is required to wear a surgical face mask at the AGM venue in Hong Kong and video conference venue in Singapore at all times, and to maintain a safe distance (a physical spacing at least 1 metre) between persons at all time.
- (iv) The Company will not provide refreshments and will not distribute corporate gifts.
- (v) Self-brought food and beverage is not allowed.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venues.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venues or require any person to leave the AGM venues so as to ensure the health and safety of the attendees at the AGM.

In order to safeguard the health and safety of the persons attending the AGM and to follow the guidelines for prevention and control of the epidemic, the Company encourages Shareholders to consider, as an alternative to attending the AGM in person, appointing the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by using proxy forms with voting instructions inserted.

---

## **PRECAUTIONARY MEASURES FOR THE EPIDEMIC AT THE AGM**

---

The proxy form is attached to this circular for Shareholders who opt to receive printed copy of circulars. Alternatively, the proxy form can be downloaded from the “Investor Relations” page of the Company’s website. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult your banks or brokers or custodians (as the case may be) accordingly.

Due to the constantly evolving novel coronavirus epidemic situation in Hong Kong and Singapore, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the SEHK, SGX-ST and the Company for future announcements and updates on the AGM arrangements.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or have any matters for communication with the Board, please contact the Company:

Tel: +852 3526 0286  
Fax: +852 3526 0300  
Email: [info@kangda-food.com](mailto:info@kangda-food.com)

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar, address being Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong:

Tel: +852 2980 1333  
Fax: +852 2980 8185  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

B.A.C.S. Private Limited, the Company’s Singapore share transfer agent, address being 8 Robinson Road #03-00, ASO Building, Singapore 048544:

Tel: +65 6593 4848  
Fax: +65 6593 4847  
Email: [main@zicoholdings.com](mailto:main@zicoholdings.com)

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions . . . . .</b>	<b>1</b>
<b>Letter to Shareholders . . . . .</b>	<b>4</b>
<b>Appendix I – Explanatory Statement on the Share Buy-back Mandate . . . . .</b>	<b>10</b>
<b>Appendix II – Details of Directors Proposed to be Re-elected . . . . .</b>	<b>14</b>
<b>Notice of Annual General Meeting . . . . .</b>	<b>18</b>

---

## DEFINITIONS

---

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

<b>“AGM”</b>	:	the annual general meeting of the Company to be held at 2/F The Function Room 3, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong at 9:30 a.m. on Monday, 22 June 2020
<b>“Annual Report”</b>	:	the annual report of the Company for the financial year ended 31 December 2019
<b>“Associated Company”</b>	:	a company defined as an “associated company” in the Listing Manual
<b>“Board”</b>	:	the board of Directors
<b>“Bye-Laws”</b>	:	the bye-laws of the Company adopted on 12 January 2017, as amended or modified from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“CEO”</b>	:	the chief executive officer of the Company
<b>“Company”</b>	:	China Kangda Food Company Limited, a company incorporated in Bermuda, the Shares of which are primary listed on the Main Board of the SEHK and the listing status in the Main Board of the SGX-ST was changed from primary listing to secondary listing with effect from 23 January 2017
<b>“Director(s)”</b>	:	the director(s) of the Company for the time being
<b>“Group”</b>	:	The Company, its subsidiaries, and its Associated Companies
<b>“Hong Kong”</b>	:	the Hong Kong Special Administrative Region of the PRC
<b>“Hong Kong Listing Rules”</b>	:	The Rules Governing the Listing of Securities on SEHK
<b>“Issue Mandate”</b>	:	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolutions

---

## DEFINITIONS

---

<b>“Latest Practicable Date”</b>	:	18 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
<b>“Listing Manual”</b>	:	the listing manual of the SGX-ST, including any amendments made thereto up to the date of this circular
<b>“PRC”</b>	:	The People’s Republic of China
<b>“Securities Accounts”</b>	:	securities accounts maintained by Depositors with CDP, but not including securities accounts maintained with a Depository Agent
<b>“SEHK”</b>	:	The Stock Exchange of Hong Kong Limited
<b>“SFO”</b>	:	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Share(s)”</b>	:	ordinary share(s) with nominal value of HK\$0.25 each in the share capital of the Company
<b>“Share Buy-back Mandate”</b>	:	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares in the capital of the Company up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolutions
<b>“Shareholder(s)”</b>	:	the registered holder(s) for the time being of Shares. Where the registered holder is the CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, refer to the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
<b>“Singapore Companies Act”</b>	:	the Companies Act (Chapter 50 of Singapore), as amended or modified from time to time
<b>“Singapore Listing Rules”</b>	:	the listing rules of the SGX-ST as set out in the Listing Manual

---

## DEFINITIONS

---

<b>“Takeovers Code”</b>	:	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or supplemented from time to time
<b>“HK\$”</b>	:	Hong Kong dollars, the lawful currency of Hong Kong
<b>“RMB”</b>	:	Renminbi, the lawful currency of PRC
<b>“%” or “per cent.”</b>	:	per centum or percentage

The expressions **“Depositor(s)”**, **“Depository Register”** and **“Depository Agent”** shall have the respective meanings ascribed to them in Section 130A of the Singapore Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall include corporations.

The headings in this circular are inserted for convenience only and shall be ignored in construing this circular.

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Singapore Companies Act, the Singapore Listing Rules, the Hong Kong Listing Rules, the SFO, or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Singapore Companies Act, the Singapore Listing Rules, the Hong Kong Listing Rules, the SFO or any modification thereof, as the case may be.

Any reference to a time of day in this circular shall be a reference to Hong Kong time unless otherwise stated.

Any discrepancy with the tables in this circular between the listed amounts and the totals thereof is due to rounding.

---

## LETTER TO SHAREHOLDERS

---



**CHINA KANGDA FOOD COMPANY LIMITED**

**中國康大食品有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 834)**

**(Singapore Stock Code: P74)**

*Directors:*

Fang Yu, *Chairman, Executive Director and CEO*

An Fengjun, *Executive Director*

Gao Yanxu, *Executive Director*

Luo Zhenwu, *Executive Director*

Li Wei, *Executive Director*

Chan Ka Yin, *Independent Non-Executive Director*

Song Xuejun, *Independent Non-Executive Director*

Lu Zhiwen, *Independent Non-Executive Director*

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Principal office in Hong Kong:*

Suites 1505-07, 15/F,

Shui On Centre,

6-8 Harbour Road, Wanchai,

Hong Kong

22 May 2020

*To: The Shareholders*

Dear Sirs/Madams,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
GENERAL MANDATE TO ISSUE SHARES AND TO BUY BACK SHARES**

**1 INTRODUCTION**

- 1.1 The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions. The resolutions to be proposed at the AGM include, inter alia, (i) the re-election of retiring Directors; (ii) the renewal of the Issue Mandate and the Share Buy-back Mandate; and (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Share Buy-back Mandate.



---

## LETTER TO SHAREHOLDERS

---

### 2 GENERAL MANDATE TO ISSUE SHARES AND BUY BACK SHARES

2.1 At the last annual general meeting of the Company held on 17 June 2019, resolutions were passed granting general mandates to the Directors (i) to allot and issue Shares with a total number not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolutions and, (ii) to buy back shares in the capital of the Company up to 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolutions. Such general mandates will expire at the conclusion of the forthcoming AGM.

2.2 At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution. The Issue Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 432,948,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the AGM, the Directors will be authorised to issue up to 86,589,600 Shares under the Issue Mandate;
- (b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 432,948,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and assuming no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 43,294,800 Shares, being 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereof. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

---

## LETTER TO SHAREHOLDERS

---

- (c) subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

- 2.3 In accordance with the Hong Kong Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Share Buy-back Mandate at the AGM.

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

- 3.1 In accordance with 86(1) of the Bye-Laws, Mr. Fang Yu, Mr. Luo Zhenwu, and Mr. Li Wei shall retire at the AGM. Mr. Fang, Mr. Luo and Mr. Li, being eligible, offer themselves for re-election at the AGM. In accordance with 85(6) of the Bye-Laws, Mr. Chan Ka Yin shall retire at the AGM and, being eligible, offer himself for re-election at the AGM. The information required to be disclosed under the Hong Kong Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix II to this circular.
- 3.2 All Board appointments are made based on merit, in the context of the skills, experience, independence, background, gender, age, ethnicity, knowledge and other relevant factors which the Board as a whole requires to be effective. The nomination committee of the Board (the “Nomination Committee”) has in place formal, written procedures for making recommendations to the Board on the selection and appointment of Directors.
- 3.3 The Nomination Committee, has considered the attendance and participation of the retiring Directors at Board and Board Committee meetings, in particular, their contributions to the business and operation of the Company as well as Board processes. The Nomination Committee also reviewed the independence of the retiring independent non-executive Directors with due consideration the guidelines set out in the corporate governance code as contained in Appendix 14 of the Hong Kong Listing Rules, the current composition of the Board, the need for independence and his independence declaration, and is of the view that Mr. Chan Ka Yin is considered independent.

---

## LETTER TO SHAREHOLDERS

---

### 4 AGM AND PROXY

- 4.1 A notice convening the AGM is sent together with the proxy form and this circular to shareholders on 22 May 2020. At the AGM, ordinary resolutions will be proposed to approve, among other things, the proposed re-election of the retiring Directors, the renewal of the Issue Mandate and the Share Buy-back Mandate, and the extension of the Issue Mandate to include Shares bought back pursuant to the Share Buy-back Mandate. Pursuant to the Hong Kong Listing Rules, the voting on the proposed resolutions at the AGM will be taken by way of poll.
- 4.2 A form of proxy for use at the AGM is also published on the designated website of the SEHK ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.kangdafood.com](http://www.kangdafood.com)). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or to the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 (for Singapore Shareholders) as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so desire.
- 4.3 Depositors who wish to attend and vote at the AGM, and whose names are shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the AGM supplied by CDP to the Company, may attend as CDP's proxies. Such Depositors who are individuals and who wish to attend the AGM in person need not take any further action and can attend and vote at the AGM without the lodgement of any proxy form. Such Depositors who are unable to attend personally and wish to appoint nominees to attend and vote on their behalf, and such Depositors who are not individuals, will find enclosed a Depositor Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event, so as to reach the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, not later than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of a Depositor Proxy Form by a Depositor who is an individual does not preclude him from attending and voting in person at the AGM in place of his nominee if he finds he is able to do so.

---

## LETTER TO SHAREHOLDERS

---

### **5 CLOSURE OF REGISTER OF MEMBERS**

- 5.1 The register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers, accompanied by the relevant Share certificates, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders) no later than 4:30 p.m. on Tuesday, 16 June 2020, or with the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 (for Singapore Shareholders) no later than 5:00 p.m. on Tuesday, 16 June 2020.

### **6 RECOMMENDATIONS**

- 6.1 The Directors consider that (i) the re-election of retiring Directors; (ii) the renewal of the Issue Mandate and the Share Buy-back Mandate; and (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **7 RESPONSIBILITY STATEMENT**

- 7.1 This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules and listing manual for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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.

---

## LETTER TO SHAREHOLDERS

---

### 8 INSPECTION OF DOCUMENTS

8.1 Copies of the following documents may be inspected at the office of the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544, during normal business hours from the date of this circular to the date of the AGM:

- (i) the Bye-Laws; and
- (ii) the Annual Report.

### 9 GENERAL INFORMATION

9.1 Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board of  
**CHINA KANGDA FOOD COMPANY LIMITED**  
**Fang Yu**  
*Chairman, Executive Director and CEO*

*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Hong Kong Listing Rules which is set out as follows:*

## **1. SHARES IN ISSUE**

As at the Latest Practicable Date, there was a total of 432,948,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 43,294,800 Shares, being 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution at the AGM.

## **2. REASONS FOR SHARE BUY BACK**

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole as such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share and will only be made when the Directors believe that such a buy back will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2019 (as disclosed in its latest audited financial statements for the year ended 31 December 2019), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy back were to be carried out in full during the proposed buy back period. In the circumstances, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

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

The Company is empowered by its Bye-Laws to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-Laws, the Hong Kong Listing Rules, the applicable laws in Bermuda and any other applicable laws. Under the applicable laws in Bermuda, payment for a share buyback by the Company may only be made out of profits, the share premium account or the proceeds of a new issue of Shares made for such purpose or out of capital of the Company. The amount of premium payable on a buyback of Shares may only be paid out of either or both of the profits or out of the share premium of the Company or out of capital of the Company.

In addition, under the applicable laws in Bermuda, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the applicable laws in Bermuda, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

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

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules), have any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Hong Kong Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the SEHK that, so far as the same may be applicable, they will exercise the powers of the Company to make buy backs pursuant to the Share Buy-back Mandate and in accordance with the Hong Kong Listing Rules, the Bye-Laws and the applicable laws in Bermuda.

#### **6. EFFECT OF TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Share Buy-back Mandate, 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Zenith Hope Limited had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Share Buy-back Mandate is exercised in full
Zenith Hope Limited ( <i>Note</i> )	324,708,066	Registered and beneficial owner	75.00%	83.33%

*Note:* Zenith Hope Limited is a wholly owned subsidiary of Eternal Myriad Limited, a corporation controlled by Mr. Wu Jiming. By virtue of the SFO, Eternal Myriad Limited, Mr. Wu Jimin is deemed to be interested in the 324,708,066 shares of the Company held by Zenith Hope Limited.

On the basis of 432,948,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Share Buy-back Mandate were exercised in full, the number of issued Shares will decrease from 432,948,000 to 389,653,200 and the shareholding in the Company of Zenith Hope Limited together with its associates would be increased from approximately 75.00% to approximately 83.33% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25%. The Company has no intention to exercise the Share Buy-back Mandate to such extent that would result in the number of Shares held by the public falling below the prescribed minimum percentage required by the SEHK.

## 7. SHARE BUY BACKS BY THE COMPANY

The Company had not bought back any Shares (whether on the SEHK or otherwise) in the six months preceding the Latest Practicable Date.



**8. SHARE PRICES**

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the SEHK was as follows:

	<b>SEHK</b>	
	<b>High</b>	<b>Low</b>
	<i>(HK\$)</i>	<i>(HK\$)</i>
May 2019	0.72	0.64
June 2019	0.68	0.63
July 2019	0.82	0.79
August 2019	0.82	0.80
September 2019	0.80	0.71
October 2019	0.78	0.71
November 2019	0.71	0.65
December 2019	0.70	0.67
January 2020	0.65	0.49
February 2020	0.59	0.49
March 2020	0.52	0.375
April 2020	0.365	0.345
May 2020 (up to the Latest Practicable Date)	0.47	0.365

*The biographical details of the retiring Directors proposed to be re-elected at the AGM are as follows:*

**1. Mr. Fang Yu**

**Fang Yu (方宇)**, aged 43, is the Group's Chairman, an Executive Director and CEO of the Company with effect from 19 June 2017 and was last re-elected as a Director on 22 June 2018.

Mr. Fang graduated from the Central University of Finance and Economics (中央財經大學) in 2000 with a Bachelor's Degree in Economics specialized in currency banking. Mr. Fang has previously worked in the credit management department of the headquarters of Industrial and Commercial Bank of China, and served as an administrative secretary (deputy section level and section level) of the general office of the headquarters of Industrial and Commercial Bank of China as well as the general manager of the risk management department of ICBC Financial Leasing Co., Ltd. (工銀金融租賃有限公司).

Mr. Fang signed a service agreement with the Company on 19 June 2018. His term will expire on 18 June 2021 unless otherwise terminated by either party giving not less than one month's notice in writing to the other or in accordance with the terms of the service agreement. Mr. Fang is entitled to a remuneration of HKD5,000,000 per annum.

As at the Latest Practicable Date, Mr. Fang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fang has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. Fang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. Fang that is required to be disclosed pursuant to Rules 13.51(2) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

**2. Mr. Luo Zhenwu**

**Luo Zhenwu** (羅貞伍), aged 42, is an Executive Director of the Company with effect from 19 June 2017. He was last re-elected as a Director on 22 June 2018.

Mr. Luo graduated from the Central University of Finance and Economics (中央財經大學) in 2000 with a Bachelor's Degree in Finance. He obtained a Master's Degree in Accounting from Peking University (北京大學) in 2017. He was accredited the intermediate accountant qualification by the Ministry of Finance of the PRC in 2015. Mr. Luo served as expatriate finance manager and regional finance director of Guangzhou Automobile Group Business Co., Ltd. (廣州汽車集團商貿有限公司), finance director of Beijing Jintai Yuande Asset Management Co., Ltd. (北京錦泰遠德資產管理有限公司) and finance director of Hangzhou Changjiang Automobile Holdings Co., Ltd. (杭州長江汽車控股有限公司).

Mr. Luo signed a service agreement with the Company on 19 June 2018. His term will expire on 18 June 2021 unless otherwise terminated by either party giving not less than one month's notice in writing to the other or in accordance with the terms of the appointment letter. Mr. Luo is entitled to a remuneration of HKD1,700,000 per annum.

As at the Latest Practicable Date, Mr. Luo did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Luo has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. Luo is not connected with any Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. Luo that is required to be disclosed pursuant to Rules 13.51(2) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

**3. Mr. Li Wei**

**Li Wei (李巍)**, aged 37, is an Executive Director of the Company with effect from 13 October 2017. He was last re-elected as a Director on 22 June 2018. Mr. Li graduated from Wuhan University in 2005 with Bachelor's Degree in Information Safety and Bachelor's Degree in Law. He then obtained a Master of Finance from Wuhan University in 2008. Mr. Li has obtained a qualification from the Securities Association of China for securities dealings since April 2016.

Mr. Li served as a client manager of the Wuhan Branch of China Merchants Bank from July 2005 to June 2006, manager of the Integrated Department of the Central Huijin Investment Limited from June 2008 to September 2008, manager of the Operational Department and secretary to the senior management of China Investment Corporation from September 2008 to January 2015 and was promoted to the position of senior deputy manager of China Investment Corporation in 2015. Mr. Li also served as the secretary to the top leader of the Chinese preparation work group under Asian Infrastructure Investment Bank from February 2014 to October 2015. He was the managing director of the investment bank headquarter of China Galaxy Securities Co., Ltd. since October 2015. He served as a General Manager of Qingdao Kangda Foods Co., Ltd, one of the subsidiaries of the Company, from May 2017 to October 2017.

Mr. Li signed a service agreement with the Company on 13 October 2018. His term will expire on 12 October 2021 unless otherwise terminated by either party giving not less than one month's notice in writing to the other or in accordance with the terms of the appointment letter. Mr. Li is entitled to a remuneration of HK\$4,500,000 per annum.

As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. Li is not connected with any Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

**4. Mr. Chan Ka Yin**

**Chan Ka Yin (陳家賢)**, aged 45, is an Independent Non-Executive Director of the Company with effect from 7 November 2019. He obtained a degree in Bachelor of Business Administration in Accounting and Finance (Hons.) from The University of Hong Kong in November 1996. He has been a fellow member of the Association of Chartered Certified Accountants since December 2004 and a fellow member of the Hong Kong Institute of Certified Public Accountants since May 2010.

Mr. Chan is currently a director of Apex Corporate Advisory Limited, a corporate services company in Hong Kong. He worked in Ernst & Young from September 1997 to March 2005. Mr. Chan was an independent non-executive director of China Overseas Nuoxin International Holdings Limited (stock code: 464, a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)) from June 2019 to April 2020 and an independent non-executive director of Deson Construction International Holdings Limited (stock code: 8268, a company listed on the Stock Exchange) for a period from December 2015 to July 2019.

Mr. Chan signed an appointment letter with the Company on 7 November 2019. His term will expire on 6 November 2020 unless otherwise terminated by either party giving not less than one month’s notice in writing to the other or in accordance with the terms of the appointment letter. Mr. Chan is entitled to a remuneration of HK\$120,000 per annum.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. Chan is not connected with any Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. Chan that is required to be disclosed pursuant to Rules 13.51(2) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

# KONDE 康大

## CHINA KANGDA FOOD COMPANY LIMITED

### 中國康大食品有限公司

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 834)**

**(Singapore Stock Code: P74)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CHINA KANGDA FOOD COMPANY LIMITED (the “Company”) will be held at 2/F The Function Room 3, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Monday, 22 June 2020 at 9:30 a.m. Any Shareholder or depositor or proxy who wishes to take part in the AGM from Singapore, may attend via video conference which shall be held at Room 502, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352. The persons attending the said video conference will be able to pose questions to the management and to comment on matters to be transacted at the AGM. Please be punctual to avoid disruption of the AGM which will commence at 9:30 a.m. sharp on Monday, 22 June 2020 for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditor’s Report thereon.

**(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to the Company’s Bye-laws:

Fang Yu	(Retiring under Bye-law 86(1))	<b>(Resolution 2)</b>
Luo Zhenwu	(Retiring under Bye-law 86(1))	<b>(Resolution 3)</b>
Li Wei	(Retiring under Bye-law 86(1))	<b>(Resolution 4)</b>
Chan Ka Yin	(Retiring under Bye-law 85(6))	<b>(Resolution 5)</b>

3. To approve the payment of Independent Non-Executive Directors’ fees of RMB634,464 for the financial year ended 31 December 2019 (2018: RMB633,000).

**(Resolution 6)**

4. To authorize the board of Directors to fix the remuneration of all Directors.

**(Resolution 7)**

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. To re-appoint BDO Limited, Certified Public Accountants, Hong Kong (“BDO”) as auditor of the Company to satisfy the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited and to authorise the Directors to fix their remuneration.

**(Resolution 8)**

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modifications.

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, 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 in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or 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 of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or 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 of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of any rights of subscription or conversion under the terms of any existing warrants, options, bonds, notes, debentures any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or
- (iv) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the aggregate number of issued Shares of the Company as at the date of passing 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 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 Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
  - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for acceptance for a period fixed by the Directors of the Company to the holders of Shares, or any class of Shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) 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 recognized regulatory body or any stock exchange in, any territory or otherwise howsoever applicable to the Company).”

*See Explanatory Note (i)*

**(Resolution 9)**



---

## NOTICE OF ANNUAL GENERAL MEETING

---

8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modifications.

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “HKSE”) or on any other exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the HKSE for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the HKSE or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the Shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) 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 Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
  - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

*See Explanatory Note (ii)*

**(Resolution 10)**

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modifications.

“**THAT** subject to the passing of Ordinary Resolutions Nos. 9 and 10 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) pursuant to Ordinary Resolution No. 9 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 10 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company at the date of passing this Resolution.”

*See Explanatory Note (iii)*

**(Resolution 11)**

By Order of the Board  
**Chen Xi**  
*Company Secretary*

22 May 2020

**Explanatory Notes to Resolutions to be passed –**

- (i) With respect to Resolution 9, approval is being sought from shareholders for a general mandate to issue shares to be given to the Directors.
- (ii) With respect to Resolution 10, approval is being sought from shareholders for a general mandate to buy back shares to be given to the Directors.
- (iii) With respect to Resolution 11, approval is being sought from shareholders for an extension of the general mandate to be granted to the Directors pursuant of Resolution 9 to allot shares by adding to it the number of shares bought back by the Company under the authority granted to the Directors pursuant to Resolution 10.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### NOTES

1. A member entitled to attend and vote at the meeting who is a holder of two or more shares may appoint not more than two proxies to attend and vote on his/her behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company.
2. A member who wishes to appoint a proxy should complete the attached Shareholder Proxy Form. Thereafter, the proxy form must be lodged at the office of the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 (for Singapore Shareholders), not later than forty-eight (48) hours before (i.e. Saturday, 20 June 2020 at 9:30 a.m.) the time appointed for the meeting.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. A Depositor whose name appears in the Depository Register of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorised officer or attorney and lodge the same at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 not later than 48 hours before the time appointed for the meeting.
5. In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the AGM to be held on Monday, 22 June 2020, the registers of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020, both days inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the registers of members of the Company on Monday, 22 June 2020 shall be entitled to attend and vote at the AGM. In order for the shareholders to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30pm on Tuesday, 16 June 2020.
6. Where there are joint holders of any shares, any one of such joint holder 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 any meeting the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*As at the date of this notice, the executive Directors of the Company are Mr. Fang Yu (Chief Executive Officer and Chairman), Mr. An Fengjun, Mr. Gao Yanxu, Mr. Luo Zhenwu and Mr. Li Wei, and the independent non-executive Directors of the Company are Mr. Chan Ka Yin, Mr. Song Xuejun and Mr. Lu Zhiwen.*



# CHINA KANGDA FOOD COMPANY LIMITED

## 中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 834)

(Singapore Stock Code: P74)

### Form of proxy for use at the Annual General Meeting (the “Meeting”) to be held on Monday, 22 June 2020

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_ being a member of China Kangda Food Company Limited  
 (the “Company”) and the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> HK\$0.25 each in the capital of  
 the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or<sup>3</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to vote and act for me/us at the Meeting of the Company to be held at 2/F The Function Room 3, The Harbourview, 4 Harbour  
 Road, Wanchai, Hong Kong on Monday, 22 June 2020 at 9:30 a.m. as hereunder indicated.

No.	Resolutions relating to:	For <sup>4</sup>	Against <sup>4</sup>
1.	Directors’ Report and Audited Financial Statements for the financial year ended 31 December 2019		
2.	Re-election of Mr. Fang Yu as an Executive Director		
3.	Re-election of Mr. Luo Zhenwu as an Executive Director		
4.	Re-election of Mr. Li Wei as an Executive Director		
5.	Re-election of Mr. Chan Ka Yin as an Independent Non-Executive Director		
6.	Approval of the payment of Independent Non-Executive Directors’ fees amounting to RMB634,464		
7.	To authorize the board of Directors to fix the remuneration of all Directors		
8.	Re-appointment of BDO Limited as Auditors of the Company and to authorise Directors to fix their remuneration		
9.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution		
10.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution		
11.	Conditional upon the passing of resolutions nos. 9 and 10, to extend the general mandate granted to the Directors to issue, allot and deal with shares pursuant to resolution no. 9 by the number of shares repurchased pursuant to the general mandate granted under resolution no. 10		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Shareholder’s Signature<sup>5</sup>: \_\_\_\_\_

#### Note:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK (“✓”) THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK (“✓”) THE APPROPRIATE BOXES MARKED “AGAINST”.** If this form is returned duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution, there is no specific direction, the proxy will, in relation to that particular resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- This form of proxy must be signed by a shareholder or his attorney duly authorised in writing or, if the shareholder is a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names stand on the Register of Members of the Company in respect of the relevant joint holding.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for Hong Kong Shareholders), or at the Company’s Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 (for Singapore Shareholders), not less than 48 hours before (i.e. Saturday, 20 June 2020 at 9:30 a.m.) the appointed time for the holding of the Meeting (or at any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.