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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, together with the enclosed forms of proxy, to the purchaser or 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.

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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 (Primary Listing): 834)

(Singapore Stock Code (Secondary Listing): P74)

**(I) REQUISITION FOR A SPECIAL GENERAL MEETING
FOR REMOVAL AND APPOINTMENT OF DIRECTORS
AND
(II) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting (“SGM”) of China Kangda Food Company Limited (the “Company”) to be held at 2/F The Function Room 3, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong, on Friday, 26 January 2024 at 10:00 a.m. is set out on pages 12 to 14 in this circular. Any Shareholder or depositor or proxy who wishes to take part in the SGM 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 SGM, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders), or to the Company’s Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 (for Singapore Shareholders) as soon as possible and in any event not less than forty-eight (48) hours before the time of the SGM (i.e. 10:00 a.m. on Wednesday, 24 January 2024) or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

15 December 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I BIOGRAPHICAL DETAILS OF THE PERSONS PROPOSED TO BE APPOINTED AS DIRECTORS	8
NOTICE OF SPECIAL GENERAL MEETING	12

DEFINITIONS

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

“Board”	:	the board of Directors
“Bye-Laws”	:	the bye-laws of the Company adopted pursuant to a special resolution passed by the Shareholders on 21 June 2023, as amended and modified from time to time
“Company”	:	China Kangda Food Company Limited (中國康大食品有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are primary listed on the Main Board of the Stock Exchange and secondary listed in the Main Board of the SGX-ST
“CDP”	:	The Central Depository (Pte) Limited
“Director(s)”	:	director(s) of the Company
“Group”	:	the Company and its subsidiaries
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	:	the Rules Governing the Listing of Securities on the Stock Exchange
“Listing Manual”	:	the listing manual of the SGX-ST, including any amendments made thereto up to the date of this circular
“PRC”	:	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan)
“Proposed Resolutions”	:	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the removal and appointment of Directors as referred to in this circular
“Requisition”	:	the subject requisition contained in the Requisition Notice relating to, among other things, the proposed appointment of certain new Directors and proposed removal of certain existing Directors as referred to in this circular
“Requisition Notice”	:	a letter received on 27 November 2023 by the Company from HKSCC Nominees Limited, as the nominee holder of the relevant shares beneficially owned by the Requisitionist, setting out the Requisition
“Requisitionist”	:	Zenith Hope Limited

DEFINITIONS

“SFO”	: the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	: the special general meeting of the Company to be held at 2/F, The Function Room 3, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong and via video-conference to be held at Room 502, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, on Friday, 26 January 2024 at 10:00 a.m., a notice of which is set out on pages 12 to 14 of this circular, or any adjourned meeting thereof
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shares”	: ordinary share(s) of nominal value of HK.\$0.25 each in the share capital of the Company
“Shareholder(s)”	: holder(s) of Share(s)
“Singapore Companies Act”	: the Companies Act 1967, as amended or modified from time to time
“Singapore Listing Rules”	: the listing rules of the SGX-ST as set out in the Listing Manual
“Stock Exchange”	: The Stock Exchange of Hong Kong Limited
“HK\$”	: Hong Kong dollars, the lawful currency of Hong Kong
“%” or “per cent”	: per centum or percentage

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 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 FROM THE BOARD

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 (Primary Listing): 834)

(Singapore Stock Code (Secondary Listing): P74)

Executive Directors:

Fang Yu (*Chairman & Chief Executive Officer*)

Gao Yanxu

An Fengjun

Luo Zhenwu

Li Wei

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Corporate headquarters:

No. 8399, Binhai Boulevard

Huangdao District

Qingdao City

Shandong Province

PRC

Independent non-executive Directors:

Ma Siu Kit

Li Wai Pui

Lee Ho Yee

Principal place of business

in Hong Kong:

Room 1909A

Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

15 December 2023

To the Shareholders

Dear Sir or Madam,

**(I) REQUISITION FOR A SPECIAL GENERAL MEETING
FOR REMOVAL AND APPOINTMENT OF DIRECTORS
AND
(II) NOTICE OF SPECIAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolutions under the Requisition; and (ii) the notice of SGM.

LETTER FROM THE BOARD

II. REQUISITIONS BY A SHAREHOLDER

The Board received the Requisition Notice on 27 November 2023 from HKSCC Nominees Limited as the nominee holder of 317,748,400 Shares, being 73.39% of the total issued share capital of the Company beneficially owned by the Requisitionist, requesting the Board to convene a special general meeting for considering and, if thought fit, passing certain ordinary resolutions in relation to the removal and appointment of the directors of the Company. After clarified with the Requisitionist, the following resolutions are proposed:

1. THAT Mr. FANG Yu be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
2. THAT Mr. LUO Zhenwu be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
3. THAT Mr. LI Wei be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
4. THAT Mr. MA Siu Kit be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
5. THAT Mr. LI Wai Pui be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
6. THAT Ms. LEE Ho Yee be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
7. THAT Ms. LANG Ying be and is hereby appointed as an executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
8. THAT Mr. HUA Shi be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
9. THAT Ms. LI Ying be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution; and
10. THAT Mr. WANG Cheng be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution.

LETTER FROM THE BOARD

III. RELEVANT PROVISIONS UNDER THE BYE-LAWS

Relevant provisions relating to the removal and appointment of directors

Pursuant to Bye-Law 85(4) of the Bye-Laws, subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove any Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

Pursuant to Bye-Law 85(5) of the Bye-Laws, a vacancy on the Board created by the removal of a Director under the provisions above may be filled by the election or appointment by the Members at the meeting at which such Director is removed or, in the absence of such election or appointment, such general meeting may authorise the Board to appoint a Director to fill any vacancy in the number left unfilled.

Relevant provisions relating to the convening of SGM

Pursuant to Bye-Law 57 of the Bye-Laws, the Board may, whenever it thinks fit, convene a special general meeting. Subject to the Companies Act 1981 of Bermuda, one or more members holding at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a special general meeting and add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the secretary of the Company for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

In accordance with the relevant provisions under the Bye-Laws, the Directors had proceeded to duly convene the SGM within twenty-one (21) days from the date of deposit of the requisition by the Requisitionist, being Zenith Hope Limited.

LETTER FROM THE BOARD

IV. PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS

Pursuant to the Requisition Notice, the Requisitionist requested that ordinary resolutions be proposed at the SGM to remove six Directors. The Requisitionist also requested that ordinary resolutions be proposed at the SGM to appoint the four nominated Directors (the “**Proposed Appointments**”). The details of the nominated Directors are set out in the Appendix I to this circular. Shareholders should note that such details have been reproduced from the Requisition Notice and have not been independently verified by the Company or the Board.

No recommendation has been made by the Board or the nomination committee of the Board with regard to the Proposed Appointments. The Board is not in a position to comment on whether there is any matter regarding the Proposed Appointments that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

V. REASONS FOR THE PROPOSED RESOLUTIONS

Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolutions for consideration.

VI. SGM

A notice convening the SGM with the Proposed Resolutions is set out on pages 12 to 14 of this circular. Whether or not you are able to attend the meeting or any adjourned meeting, you are requested to complete the accompanying form of proxy and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders), or to the Company’s Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 (for Singapore Shareholders) as soon as possible and in any event not less than forty-eight (48) hours before the time of the SGM (i.e. 10:00 a.m. on Wednesday, 24 January 2024) or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

No Shareholder will be required to abstain from voting on resolutions to be proposed at the SGM regarding Proposed Resolutions under the Requisition.

LETTER FROM THE BOARD

Depositors who wish to attend and vote at the SGM, and whose names are shown in the records of CDP as at a time not earlier than forty-eight (48) hours prior to the time of the SGM supplied by CDP to the Company, may attend as CDP's proxies. Such Depositors who are individuals and who wish to attend the SGM in person need not take any further action and can attend and vote at the SGM without the lodgment 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 with this circular 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 forty-eight (48) hours before the time fixed for the SGM or any adjournment thereof. The completion and return of a depositor proxy form by a Depositors who is an individual does not preclude him from attending and voting in person at the SGM in place of his nominee if he finds he is able to do so.

VII. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, 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. Accordingly, each of the resolutions set out in the notice of SGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

VIII. CLOSURE OF REGISTER OF MEMBERS

For determining the eligibility to attend and vote the SGM, the register of members of the Company will be closed from Tuesday, 23 January 2024 to Friday, 26 January 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer of Shares, accompanied by the relevant Share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders) no later than 4:30 p.m. on Monday, 22 January 2024, or with the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 (for Singapore Shareholders), no later than 5:00 p.m. on Thursday, 18 January 2024.

IX. GENERAL

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board of
China Kangda Food Company Limited
Luo Zhenwu
Executive Director

The following information on the nominated Directors are reproduced from the Requisition Notice and have not been independently verified by the Company or the Board:

Ms. LANG Ying

Ms. LANG Ying (郎穎) (“**Ms. Lang**”), aged 38, has 10 years of professional work experience in the financial field, including experience in financial management of listed subsidiaries and pre-initial public offering. She was a financial manager for Ubiquant Investment (Beijing) Co., Ltd* (九坤投資(北京)有限公司) from January 2020 to July 2023. Ms. Lang also served as the financial manager for Spruce Information Technology Co., Ltd.* (北京雲杉信息技術有限公司) from January 2018 to December 2019. From December 2014 to December 2017, Ms. Lang was the financial manager of Jd.com, Inc.* (北京京東世紀貿易有限公司). From July 2008 to November 2014, she was an accountant for Beijing Golden Tide Co., Ltd.* (北京金泰集團有限公司).

Ms. Lang graduated from Liaoning Technical University (遼寧工程技術大學) with a degree in accounting in 2008.

Subject to the passing of the ordinary resolution for approving Ms. Lang’s appointment, Ms. Lang will enter into a service agreement with the Company with effect from the date of the SGM for a term of three years, subject to re-election and retirement as required by the Bye-Laws and with such other terms and emoluments to be determined by the Board based on the recommendations of the remuneration committee and nomination committee of the Board.

Up to the date of the notice of the special general meeting (“**SGM Notice**”), Ms. Lang does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the SGM Notice, save as provided above, Ms. Lang (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the SGM notice, there is no other information in relation to the appointment of Ms. Lang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. HUA Shi

Mr. HUA Shi (華石) (“**Mr. Hua**”), aged 47, has been serving as the director of Beijing FJR Opto-electronic Technology Co., Ltd.* (北京富吉瑞光電科技股份有限公司), a company listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange STAR Market (SSE: 688272), since July 2020. He has also been serving as the director of the board of Wuxi ReatGreen Energy Saving System Science Co., Ltd.* (無錫銳泰節能系統科學有限公司) since November 2011. Mr. Hua has also been the Vice President of the JiangSu XinQuan Venture Capital Co., Ltd.* (江蘇信泉創業投資管理有限公司) since May 2008. From July 2005 to April 2008, Mr. Hua was the director of the board of Shanghai YingGu Investment Co., Ltd.* (上海盈谷投資管理有限公司). From October 2003 to July 2005, he also served as the director of the board of Shanghai DingShi Real Estate Consulting Co., Ltd.* (上海鼎石房地產諮詢有限公司). He was the manager of the sales and marketing department of China Enterprise Co., Ltd.* (中華企業股份有限公司) from July 2001 to September 2003.

Mr. Hua graduated from Shen Yang JianZhu University (瀋陽建築工程學院) with a bachelor degree in engineering in 1998.

Subject to the passing of the ordinary resolution for approving Mr. Hua’s appointment, Mr. Hua will enter into an appointment letter with the Company with effect from the date of the SGM for a term of three years, subject to re-election and retirement as required by the Bye-Laws and with such other terms and emoluments to be determined by the Board based on the recommendations of the remuneration committee and nomination committee of the Board.

Up to the date of the SGM Notice, Mr. Hua does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the SGM Notice, save as provided above, Mr. Hua (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the SGM notice, there is no other information in relation to the appointment of Mr. Hua that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. LI Ying

Ms. LI Ying (李瑩) (“**Ms. Li**”), aged 36, has qualified as a senior accountant accredited by the Beijing Municipal Human Resources and Social Security Bureau in the People’s Republic of China since October 2021 and has 13 years of experience in the finance industry. Ms. Li has been managing the finance, budget and project of State Grid Integrated Energy Services Group Co., Limited* (國網綜合能源服務集團有限公司) as the head of financing since August 2020. From June 2018 to January 2020, Ms. Li worked in the finance department of Hua Tuo Gold Digital Technology Group* (華拓金服數碼科技集團) as the senior manager of finance and later the deputy director of finance. She was also in charge of budget and expense in her capacity as an accountant, treasurer and later finance manager at GTC Jidong Concrete Group* (金隅冀東混凝土集團) from July 2009 to March 2018.

Ms. Li graduated from the Tianjin University of Commerce (天津商業大學) in 2009, majoring in financial management, and further obtained a master’s degree in business administration from Central University of Finance and Economics (中央財經大學) in 2021.

Subject to the passing of the ordinary resolution for approving Ms. Li’s appointment, Ms. Li will enter into an appointment letter with the Company with effect from the date of the SGM for a term of three years, subject to re-election and retirement as required by the Bye-Laws and with such other terms and emoluments to be determined by the Board based on the recommendations of the remuneration committee and nomination committee of the Board.

Up to the date of the SGM Notice, Ms. Li does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the SGM Notice, save as provided above, Ms. Li (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the SGM notice, there is no other information in relation to the appointment of Ms. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. WANG Cheng

Mr. WANG Cheng (王程) (“**Mr. Wang**”), aged 40, has been serving as the Managing Director of Source Capital Co., Ltd.* (合源資本管理有限公司) since July 2016. From May 2013 to July 2016, Mr. Wang was the Senior Vice President of Everbright Sun Life Asset Management Co., Limited* (光大永明資產管理股份有限公司). From October 2011 to April 2013, he was the Investment Manager of Everbright Financial Holding (Tianjian) Investment Management Co., Limited* (光大金控(天津)投資管理有限公司). He served as the Project Manager of the group insurance business department of Everbright Sun Life Insurance Co., Limited* (光大永明人壽保險有限公司) between May 2010 and September 2011.

Mr. Wang graduated from the University of British Columbia with a degree in economics in 2008.

Subject to the passing of the ordinary resolution for approving Mr. Wang’s appointment, Mr. Wang will enter into an appointment letter with the Company with effect from the date of the SGM for a term of three years, subject to re-election and retirement as required by the Bye-Laws and with such other terms and emoluments to be determined by the Board based on the recommendations of the remuneration committee and nomination committee of the Board.

Up to the date of the SGM Notice, Mr. Wang does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the SGM Notice, save as provided above, Mr. Wang (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the SGM notice, there is no other information in relation to the appointment of Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

* *For identification purposes only*

NOTICE OF SPECIAL 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 (Primary Listing): 834)

(Singapore Stock Code (Secondary Listing): P74)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China Kangda Food Company Limited (the “**Company**”) as requisitioned by one of its shareholders in accordance with the Bye-Laws of the Company will be convened and held at 2/F The Function Room 3, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong and via video-conference to be held at Room 502, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on Friday, 26 January 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT Mr. FANG Yu be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
2. THAT Mr. LUO Zhenwu be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
3. THAT Mr. LI Wei be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
4. THAT Mr. MA Siu Kit be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
5. THAT Mr. LI Wai Pui be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
6. THAT Ms. LEE Ho Yee be and is hereby removed as a director of the Company pursuant to Bye-Law 85(4) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;

NOTICE OF SPECIAL GENERAL MEETING

7. THAT Ms. LANG Ying be and is hereby appointed as an executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
8. THAT Mr. HUA Shi be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution;
9. THAT Ms. LI Ying be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution; and
10. THAT Mr. WANG Cheng be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 85(5) of the Bye-Laws of the Company with immediate effect upon passing of this resolution.

By order of the Board
China Kangda Food Company Limited
Luo Zhenwu
Executive Director

Hong Kong, 15 December 2023

As at the date of this Notice, the executive Directors are Mr. Fang Yu (Chairman and Chief Executive Officer), Mr. An Fengjun, Mr. Gao Yanxu, Mr. Luo Zhenwu and Mr. Li Wei; and the independent non-executive Directors are Mr. Ma Siu Kit, Mr. Li Wai Pui and Ms. Lee Ho Yee.

Notes:

- i. A member entitled to attend and vote at the SGM 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.
- ii. 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 Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders), or the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 (for Singapore Shareholders), not later than forty-eight (48) hours before the time appointed for the SGM (i.e. 10:00 a.m. on Wednesday, 24 January 2024).
- iii. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorized officer or attorney.
- iv. 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 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 not later than forty-eight (48) hours before the time appointed for the SGM.

NOTICE OF SPECIAL GENERAL MEETING

- v. In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the SGM to be held on Friday, 26 January 2024, the registers of members of the Company will be closed from Tuesday, 23 January 2024 to Friday, 26 January 2024, both days inclusive, during which period no transfer of shares will be registered. Shareholders whose names appear on the registers of members of the Company on Friday, 26 January 2024 shall be entitled to attend and vote at the SGM. In order for the shareholders to qualify to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 22 January 2024.
- vi. 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.
- vii. All resolutions at the SGM 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 Hong Kong Listing Rules on the Stock Exchange.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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.