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## **Zhou Hei Ya International Holdings Company Limited**

**周黑鴨國際控股有限公司**

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

**(Stock Code: 1458)**

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**” or “**Meeting**”) of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) will be held on Tuesday, June 6, 2023 at 10:00 a.m. at Hubei Zhou Hei Ya Foods Industrial Park, No. 8-1 Huitong Road Zoumaling, Dongxihu District, Wuhan City, Hubei Province, PRC for the following purposes:

#### **As ordinary business:**

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company and its subsidiaries for the year ended December 31, 2022.
2. (a) To re-elect the following retiring Directors:
  - (i) Mr. PAN Pan as a non-executive Director;
  - (ii) Mr. CHAN Kam Ching, Paul as an independent non-executive Director; and
  - (iii) Mr. LU Weidong as an independent non-executive Director.(b) To authorize the Board to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as the auditors of the Company and authorize the Board to fix their remuneration.
4. “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of US\$0.000001 each in the capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;

- (b) the total number of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of the total number of Shares in issue at the date of passing this resolution, and the said approval shall be limited accordingly;

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 articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

5. “**THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional Shares (including the making and granting of offers, agreements and options which might require Shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares; (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into Shares; (iii) the exercise of options granted under any share incentive plan adopted by the Company; (iv) an issue of Shares pursuant to any restricted share award scheme adopted by the Company or (v) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company, the total number of the Shares allotted shall not exceed the aggregate of:

- (a) 20 per cent. of the total number of Shares in issue as at the date of the passing of this resolution, plus
- (b) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue as at the date of the passing of ordinary resolution no. 6.

Such mandate shall expire at 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 articles of association of the Company or any applicable law to be held; or
  - (iii) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”
6. “**THAT** subject to ordinary resolutions nos. 4 and 5 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution.”

**As special business:**

7. “**THAT:**
- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company as set out in Appendix II to the circular of the Company dated April 27, 2023 be and are hereby approved;
  - (b) the proposed adoption of the second amended and restated memorandum and articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the existing memorandum and articles of association of the Company with immediate effect after the conclusion of this meeting be and is hereby approved and that the directors and the company secretaries of the Company be and are hereby authorised to do all such things and execute all such documents necessary to implement the Proposed Amendments and the proposed adoption of the second amended and restated memorandum and articles of association of the Company.”

By Order of the Board  
**Zhou Hei Ya International Holdings Company Limited**  
**ZHOU Fuyu**  
*Chairman*

Hong Kong, April 27, 2023

*Registered office:*  
One Nexus Way  
Camana Bay  
Grand Cayman KY1-9005  
Cayman Islands

*Principal place of business in Hong Kong:*  
40th Floor, Dah Sing Financial Centre  
No. 248 Queen’s Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote in its/his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 10:00 a.m. (Hong Kong time) on Sunday, June 4, 2023 or 48 hours before the time appointed for holding any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if it/he/she is subsequently able to be present.
3. A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
4. In the case of joint holders of any Shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such Shares as if it/he/she were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company (the "**Register of Members**") and 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).
5. On a poll, every member present in person or by proxy shall be entitled to one vote for each Share registered in its/his/her name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
6. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 1, 2023 to Tuesday, June 6, 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, May 31, 2023.
7. Concerning resolution no. 4 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the Appendix I to the circular of the Company dated April 27, 2023.

*As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong; the non-executive director of the Company is Mr. PAN Pan; and the independent non-executive directors of the Company are Mr. CHAN Kam Ching, Paul, Mr. LU Weidong and Mr. CHEN Chen.*