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**Ajisen (China) Holdings Limited**  
**味千(中國)控股有限公司**

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

**(Stock code: 538)**

**REVISION OF ANNUAL CAPS  
FOR CONTINUING CONNECTED TRANSACTIONS**

References are made to (i) the announcements of the Company dated 15 May 2015 and 21 May 2015 in relation to the continuing connected transactions under the 2021 CCT Agreements and (ii) the announcement and supplemental announcement dated 14 May 2024 and 20 May 2024 in relation to, among others, the Existing Continuing Connected Transactions entered into between the Group and its connected persons and the Existing Annual Caps for the three years ending 31 December 2024, 2025 and 2026.

**REVISION OF EXISTING ANNUAL CAPS**

In view of the actual business need and the expansion of the Franchise Businesses of the Group, the Board anticipates that the transactions under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements with Shigemitsu Industry and Shigemitsu Food will exceed the previous projections and that the Existing Annuals Caps will not be sufficient to meet the Group's requirements for the three years ending 31 December 2024, 2025 and 2026. Accordingly, the Board proposes to revise the Existing Annual Caps to address its anticipating business needs in view of expected material market changes. Save for the revision of the Existing Annual Caps, all terms and conditions of the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements shall remain unchanged.

**LISTING RULES IMPLICATIONS**

Since each of Shigemitsu Industry and Shigemitsu Food is a connected person of the Company under the Listing Rules, the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for the Revised Annual Sales Cap are more than 0.1% but less than 5%, the Revised Annual Sales Cap and the transactions contemplated is subject to the reporting and announcement requirements but is exempt from the Independent Shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios for the Revised Annual Caps exceeds 5%, the Revised Annual Caps and the transactions contemplated under the Franchise Agreements and the CCT Supply Agreements are subject to the reporting, announcement, annual review, and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

An Independent Board Committee comprising all independent non-executive Directors will be established to advise the Independent Shareholders in relation to the Revised Annual Caps. The Company has appointed the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this regard.

### **CIRCULAR DESPATCH**

The EGM will be held for the Independent Shareholders to consider and, if thought fit, among other things, to approve the Revised Annual Caps by way of ordinary resolutions.

A circular containing, among other things, (i) the principal terms of, and information relating to the Franchise Agreements and the CCT Supply Agreements; (ii) information relating to the Revised Annual Caps; (iii) a letter from the Independent Board Committee, which sets out the recommendations of the Independent Board Committee to the Independent Shareholders in relation to the Revised Annual Caps; (iv) a letter from the Independent Financial Advisor, which sets out the opinions and recommendations of the Independent Financial Advisor to the Independent Board Committee and Independent Shareholders in relation to the Revised Annual Caps; and (v) a notice to convene the EGM, is expected to be despatched to the shareholders as soon as practicable.

## **INTRODUCTION**

References are made to (i) the announcements of the Company dated 15 May 2015 and 21 May 2015 in relation to the continuing connected transactions under the 2021 CCT Agreements, and (ii) the announcement and supplemental announcement dated 14 May 2024 and 20 May 2024 in relation to, among others, the Existing Continuing Connected Transactions entered into between the Group and its connected persons and the Existing Annual Caps for the three years ending 31 December 2024, 2025 and 2026.

On 14 May 2024, the Group renewed the Fortune Choice Sales Agreement and the Fortune Choice Supply Agreement with Shigemitsu Industry both for a further three-year term ending on 13 May 2027. On the same date, the Group also renewed the Festive Profits Supply Agreement with Shigemitsu Food for a further three-year term ending on 13 May 2027.

In view of the actual business need and the expansion of the Franchise Businesses of the Group, the Board anticipates that the transactions under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements will exceed the previous projections and that the Existing Annuals Caps will not be sufficient to meet the Group's requirements for the three years ending 31 December 2024, 2025 and 2026. Accordingly, the Board proposes to revise the Existing Annual Caps to address its anticipating business needs in view of expected material market changes. Save for the revision of the Existing Annual Caps, all terms and conditions of the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements shall remain unchanged.

## **DETAILS OF THE CONTINUING CONNECTED TRANSACTIONS**

The principal terms of each of the Franchise Agreements, the CCT Supply Agreements and the Renewed Fortune Choice Sales Agreement are as follows:

### **(A) FRANCHISE AGREEMENTS**

The Franchise Agreements were made on 19 February 2006. Pursuant to the Franchise Agreements, Shigemitsu Industry (as franchisor), agrees to grant a sole, exclusive and perpetual franchise to the Group to operate the Franchise Businesses in Mainland China, Hong Kong and Macao. The Franchise Agreements are perpetual unless terminated by an occurrence of any terminating event as set out in the Franchise Agreements. The terms of the Franchise Agreements (including the fees payable by the Group to Shigemitsu Industry thereunder) were negotiated on an arm's length basis. The Directors believe that the perpetual term of the Franchise Agreements best serves the commercial interests of the Group and Shigemitsu Industry in their ordinary course of business dealing and is therefore a normal commercial practice. It is also important to and in the best interests of the Group and the shareholders of the Company to sign long-term franchise agreements with Shigemitsu Industry to secure the franchise rights and avoid any potential issues in entering into new agreements in the future. The franchise fees and technical fees payable by the Group to Shigemitsu Industry under the Franchise Agreements will be settled by cash on an annual basis.

## **(B) RENEWED FORTUNE CHOICE SUPPLY AGREEMENT**

- Date of agreement:** 14 May 2024
- Parties:**
- (1) Fortune Choice as buyer; and
  - (2) Shigemitsu Industry as seller
- Term:** From 14 May 2024 to 13 May 2027
- Scope of the agreement:** Shigemitsu Industry to supply materials and supplies which are required by the Group for the operation of the Franchise Businesses, including soup base, condiments, flour and other goods.
- Pricing policy:** The consideration of the goods (other than the specialty products which are only available through Shigemitsu Industry) would be determined by reference to costs of materials, costs of production, historical prices, and prevailing market prices of similar products and would be no less favourable than those offered by Shigemitsu Industry to other independent purchasers of the supplied goods and on the terms to be determined by the parties after arm's length negotiation and on normal commercial terms that are fair and reasonable and in the interest of the Company and its shareholders as a whole.
- In relation to those specialty products, which are only available through Shigemitsu Industry, such as soup base, the Group will negotiate in arm's length by reference to their historical prices and the Group will obtain from Shigemitsu Industry the sales invoices for the same products that they offered to independent purchasers to confirm the price and terms offered to Ajisen would be no less favourable than those offered to other independent purchasers. Pursuant to a supplemental agreement dated 16 September 2006 and made between Fortune Choice and Shigemitsu Industry, the parties agree that where the goods are manufactured or supplied by Shigemitsu Industry from the PRC, Shigemitsu Industry will duly and reasonably adjust the prices of the goods in favour of the Group.
- Payment terms:** The consideration of the goods shall be settled in full in 30-45 days after the goods have been delivered.

**(C) RENEWED FESTIVE PROFITS SUPPLY AGREEMENT**

- Date of agreement:** 14 May 2024
- Parties:** (1) Shigemitsu Food as seller; and  
(2) Festive Profits as buyer
- Term:** From 14 May 2024 to 13 May 2027
- Scope of the agreement:** Shigemitsu Food to sell soup base which are required by the Group for the operation of the Franchise Businesses.
- Pricing policy:** The consideration of the goods (other than the specialty products which are only available through Shigemitsu Food) would be determined by reference to costs of materials, costs of production, historical prices, and prevailing market prices of similar products, and would be no less favourable than those offered by Shigemitsu Food to other purchasers of the supplied goods and on the terms to be determined by the parties after arm's length negotiation and on normal commercial terms that are fair and reasonable and in the interest of the Company and its shareholders as a whole.
- The soup base, which is only available through Shigemitsu Food, the Group will negotiate in arm's length by reference to its historical prices and the Group will obtain from Shigemitsu Food the sales invoices or the sales quotation for the same products that they offered to independent purchasers to confirm the price and terms offered to Ajisen would be no less favourable than those offered to other independent purchasers.
- Payment terms:** The consideration of the goods shall be settled in full in 30-45 days after the goods have been delivered.

**(D) RENEWED FORTUNE CHOICE SALES AGREEMENT**

**Date of agreement:** 14 May 2024

**Parties:** (1) Fortune Choice as seller; and  
(2) Shigemitsu Industry as buyer

**Term:** From 14 May 2024 to 13 May 2027

**Scope of the agreement:** Fortune Choice to sell and export various goods to Shigemitsu Industry, including fried onion crispy packs, fried garlic crispy packs and sundry items.

**Pricing policy:** The consideration of the supplied goods would be determined by reference to costs of materials, costs of production, historical prices, and prevailing market prices of similar products and would be in line with those offered by Fortune Choice to other independent purchasers of the supplied goods and on the terms of the goods supplied by the Group to Shigemitsu Industry to be determined by the parties after arm's length negotiation and on normal commercial terms that are fair and reasonable and in the interest of the Company and its shareholders as a whole.

**Payment terms:** The consideration of the goods will be paid by Shigemitsu Industry to Fortune Choice in cash in full in 30-45 days after goods have been delivered.

## REVISION OF EXISTING ANNUAL CAPS

	Annual caps for the financial year ending 31 December						Transaction
							amounts for the
							period from
							1 January to
	2024		2025		2026		30 September
	Existing	Revised	Existing	Revised	Existing	Revised	2024
	annual cap	annual cap	annual cap	annual cap	annual cap	annual cap	(Unaudited)
	RMB	RMB	RMB	RMB	RMB	RMB	RMB
1. Franchise Agreements							
(a) HK Franchise Agreement	500,000	500,000	500,000	770,000	500,000	995,000	286,206
- franchise fee							
(b) Mainland China Franchise Agreement							
- franchise fee and technical fee	23,050,000	24,560,000	23,050,000	27,500,000	23,050,000	30,860,000	16,270,318
2. Renewed Fortune Choice Supply Agreement	28,500,000	35,663,000	28,500,000	40,233,000	28,500,000	45,430,000	24,283,958
and Renewed Festive Profits Supply							
Agreement							
3. Renewed Fortune Choice Sales Agreement	900,000	1,500,000	900,000	1,500,000	900,000	1,500,000	718,591

The Revised Annual Sales Cap and Revised Annual Caps for the transactions contemplated under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements for the three years ending 31 December 2024, 2025 and 2026 are determined with reference to, among other things, the following factors:

- (1) the terms and conditions of the existing agreements;
- (2) the historical transaction amounts with respect to the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements (aggregated where appropriate); and
- (3) the expectation on the demand for soup base, flour, condiments and other goods which are required by the Group for the operation of the Franchise Businesses in light of the expected business growth of the Group.

As at the date of this announcement, the transaction amounts with respect to the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements (aggregated where appropriate) have not exceeded the Existing Annual Caps. If any of the Revised Annual Sales Cap and Revised Annual Caps stated above is exceeded, the Company will re-comply with the requirements under Chapter 14A of the Listing Rules.

## **MEASURES OF INTERNAL CONTROL**

To ensure the transactions contemplated under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements are conducted on normal commercial terms and not prejudicial to the interests of the Company and its shareholders as a whole, the Company has adopted a series of internal control measures for its daily operation:

- The procurement department of the Group is responsible for ascertaining the prices and terms offered by third parties, generally by way of obtaining quotations from other independent third parties to determine the market price of similar goods and services under the CCT Supply Agreements. In relation to those specialty products which are only available through Shigemitsu Industry and Shigemitsu Food, the procurement department will regularly obtain quotations or invoices that Shigemitsu Industry and Shigemitsu Food offered to independent parties, to make sure that the offer obtained by the Group is no less favourable. Similarly, the prices offered by Fortune Choice to Shigemitsu Industry under the Renewed Fortune Choice Sales Agreement will be comparable to the prices offered to other third parties.
- The audit committee of the Company will review the transactions under the Franchise Agreements, the Renewed Fortune Choice Sales Agreements and the CCT Supply Agreements annually.
- The auditor of the Company will also conduct an annual review on the pricing and annual caps of such continuing connected transactions.

## **REASONS FOR AND BENEFITS OF THE REVISION OF ANNUAL CAPS**

The Board has been closely monitoring the historical transaction amounts and estimated transaction amounts under the Existing Continuing Connected Transactions. In view of the actual business need and the expansion of the Franchise Businesses of the Group, the Board anticipates that the transactions under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements will exceed the previous projections and that the Existing Annuals Caps will not be sufficient to meet the Group's requirements for the three years ending 31 December 2024, 2025 and 2026. Accordingly, the Board proposes to revise the Existing Annual Caps to address its anticipating business needs in view of expected material market changes. The Board believes that the Revised Annual Sales Cap and the Revised Annual Caps allow the Group to further develop and expand its Franchise Businesses which will benefit the Group and the shareholders as a whole.



## **REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS**

The Directors (including the independent non-executive Directors) are of the view that since the Group carries on the Franchise Businesses pursuant to the Franchise Agreements which have been, and will remain, a key factor to the Group's success, it would be in the best interests of the Company and its shareholders to have in place measures to ensure continuity and stability with respect to the supplies, services and expertise provided by the respective counterparties in the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements. The Directors (including the independent non-executive Directors) are also of the view that the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements are beneficial to the business of the Group as the goods, supplies, services, materials and expertise provided by the respective counterparties of the transactions are essential to the day-to-day operations of the Group's Franchise Businesses.

The Directors (including the independent non-executive Directors) consider that the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements have been entered into in the ordinary and usual course of business of the Group and that the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements were negotiated on an arm's length basis, on normal commercial terms, which are fair and reasonable, and in the interests of the Group and the Company's shareholders as a whole. The Directors (including the independent non-executive Directors) are also of the view that the Revised Annual Sales Cap and the Revised Annual Caps of the continuing connected transactions under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements are fair and reasonable.

## **INFORMATION OF THE PARTIES INVOLVED IN THE CONTINUING CONNECTED TRANSACTIONS**

### **The Company**

The Company is an investment holding company. The Group is a FCR chain operator selling Japanese ramen and Japanese-style dishes in Hong Kong and Mainland China under the "Ajisen" brand name pursuant to the franchise granted by Shigemitsu Industry.

### **Fortune Choice**

Fortune Choice is an indirect wholly-owned subsidiary of the Company, the holding company of Shenzhen Factory and its principal business is investment holding and trading of noodles and other food products manufactured by the Shenzhen Factory.

### **Festive Profits**

Festive Profits is an indirect wholly-owned subsidiary of the Company. It is an intermediate holding company of the Group's operation in the PRC.

## **Shigemitsu Industry**

Shigemitsu Industry is a company incorporated in Japan. It is the owner of the trade name “味千拉麵” and related trademarks, and franchisor of the Company. Mr. Katsuaki Shigemitsu indirectly owns approximately 68.35% in Shigemitsu Industry through Shigemitsu Corporation Limited, a company incorporated in Japan which is wholly owned by Mr. Katsuaki Shigemitsu.

To the best knowledge of the Directors having made reasonable enquiry, as at the date of this announcement, the remaining 31.65% interest in Shigemitsu Industry is owned as to: (i) approximately 7.45% by Directors Shareholding Association, an association controlled by independent third parties; (ii) approximately 4.91% by Ms. Yoshie Shigemitsu and approximately 0.16% by Ms. Yoshimi Nakanishi, the sisters of Mr. Katsuaki Shigemitsu; (iii) approximately 3.96% by Mr. Masaki Hisatomi and approximately 3.96% by Mr. Taiji Hisatomi, the cousins of Mr. Katsuaki Shigemitsu; (iv) approximately 2.38% by Ms. Kyoka Shigemitsu, the daughter of Mr. Katsuaki Shigemitsu; (v) approximately 2.38% by Mr. Takao Shigemitsu, the son of Mr. Katsuaki Shigemitsu; (vi) approximately 1.58% by Ms. Akiko Shigemitsu, the mother of Mr. Katsuaki Shigemitsu; (vii) approximately 1.58% by Ms. Poon Wai, the chairman of the Company, an executive Director and a controlling shareholder of the Company; and (viii) approximately 1.58% by Mr. Cheng Wai Tao, approximately 1.58% by Mr. Wong Hin Sun, Eugene and approximately 0.16% by Mr. Masanobu Sannomiya, all of whom are individual investors and independent third parties.

## **Shigemitsu Food**

Shigemitsu Food is a company incorporated in Mainland China and is wholly owned by Eagle Sky. Mr. Katsuaki Shigemitsu and Shigemitsu Industry own 60% and 30% interest in Eagle Sky respectively. The principal business of Shigemitsu Food is producing and selling of soup base and condiments.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Mr. Katsuaki Shigemitsu, a non-executive Director, indirectly owns approximately 68.35% interest in Shigemitsu Industry. Shigemitsu Industry therefore is an associate of Mr. Katsuaki Shigemitsu for the purpose of the Listing Rules. Further, Shigemitsu Food is wholly owned by Eagle Sky in which Mr. Katsuaki Shigemitsu and Shigemitsu Industry own 60% and 30% interest respectively. Shigemitsu Industry and Shigemitsu Food are therefore connected persons of the Company under the Listing Rules.

As such, the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Since the continuing connected transactions in Revised Annual Caps with Shigemitsu Industry and Shigemitsu Food are entered into by the Group with parties connected or otherwise associated with one another, they will be aggregated pursuant to Chapter 14A of the Listing Rules.

Since Mr. Katsuaki Shigemitsu have material interests in the above transactions, he has abstained from voting on the Board resolutions approving such transactions. Save as disclosed above, none of the Directors has a material interest in the above transactions or is required to abstain from voting on the Board resolutions in relation to such transactions.

As the applicable percentage ratios for the Revised Annual Sales Cap are more than 0.1% but less than 5%, the Revised Annual Sales Cap and the transactions contemplated is subject to the reporting and announcement requirements but is exempt from the Independent Shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios for the Revised Annual Caps exceeds 5%, the Revised Annual Caps and the transactions contemplated under the Franchise Agreements and the CCT Supply Agreements are subject to the reporting, announcement, annual review, and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee comprising all independent non-executive Directors will be established to advise the Independent Shareholders in relation to the Revised Annual Caps. The Company has appointed the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this regard.

## **GENERAL**

The EGM will be held for the Independent Shareholders to consider and, if thought fit, among other things, to approve the Revised Annual Caps by way of ordinary resolutions.

A circular containing, among other things, (i) the principal terms of, and information relating to the Franchise Agreements and the CCT Supply Agreements; (ii) information relating to the Revised Annual Caps; (iii) a letter from the Independent Board Committee, which sets out the recommendations of the Independent Board Committee to the Independent Shareholders in relation to the Revised Annual Caps; (iv) a letter from the Independent Financial Advisor, which sets out the opinions and recommendations of the Independent Financial Advisor to the Independent Board Committee and Independent Shareholders in relation to the Revised Annual Caps; and (v) a notice to convene the EGM, is expected to be despatched to the shareholders as soon as practicable.

## **DEFINITIONS**

In this announcement, the following terms and expressions (unless the context otherwise requires) shall have the following meanings:

“2021 CCT Agreements”                      the Fortune Choice Sales Agreement, the Fortune Choice Supply Agreement and the Festive Profits Supply Agreement, each of them expired on 13 May 2024

“Affiliate(s)”	any specified firm or company directly or indirectly controlling or controlled by or under direct or indirect common control with such specified firm or company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“CCT Supply Agreements”	the Renewed Fortune Choice Supply Agreement and the Renewed Festive Profits Supply Agreement
“Company”	Ajisen (China) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the Revised Annual Caps for the three years ending 31 December 2024, 2025 and 2026 by way of ordinary resolutions
“Eagle Sky”	Eagle Sky International Limited, a company incorporated in Hong Kong in which Mr. Katsuaki Shigemitsu, a non-executive Director, and Shigemitsu Industry own 60% and 30% interest respectively
“Existing Annual Caps”	the anticipated maximum annual value of the transactions contemplated under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements for the three years ending 31 December 2024, 2025 and 2026, as stated in the announcement of the Company dated 14 May 2024
“Existing Continuing Connected Transactions”	the continuing connected transactions of the Group under the Franchise Agreements, the Renewed Fortune Choice Sales Agreement and the CCT Supply Agreements
“FCR”	fast casual restaurant

“Festive Profits”	Festive Profits Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Festive Profits Supply Agreement”	the agreement dated 14 May 2009 entered into between Shigemitsu Food and Festive Profits relating to the supply of food products, goods, materials and supplies to the Group for the operation of the Franchise Businesses, the term of which was extended until 13 May 2024 by the renewal agreements dated 14 May 2012, 14 May 2015, 14 May 2018, 14 May 2021 and 14 May 2024
“Fortune Choice”	Fortune Choice Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Fortune Choice Sales Agreement”	the agreement entered into between Shigemitsu Industry and Fortune Choice dated 23 May 2006 pursuant to which Fortune Choice agreed to sell and export various goods to Shigemitsu Industry, the term of which was extended until 13 May 2024 pursuant to the renewal agreements dated 14 May 2009, 14 May 2012, 14 May 2015, 14 May 2018, 14 May 2021 and 14 May 2024
“Fortune Choice Supply Agreement”	the agreement (as supplemented by a supplemental agreement dated 16 September 2006) entered into between Shigemitsu Industry and Fortune Choice dated 23 May 2006 pursuant to which Shigemitsu Industry agreed to supply materials and supplies which are required by the Group for the operation of the Franchise Businesses, including soup base, condiments and other goods. The term of the agreement was extended until 13 May 2024 pursuant to the renewal agreements dated 14 May 2009, 14 May 2012, 14 May 2015, 14 May 2018, 14 May 2021 and 14 May 2024
“Franchise Agreements”	collectively, the HK Franchise Agreement and the Mainland China Franchise Agreement
“Franchise Businesses”	(1) the business of manufacturing, supplying, marketing, distributing and selling ramen and the special Japanese soup base formulated and produced by Shigemitsu Industry; and  (2) the business of operating Japanese-style ramen FCR chain under the trade name of “味千拉麵” and related trademarks
“Group”	the Company and its subsidiaries

“HK Franchise Agreement”	the franchise agreement dated 19 February 2006 and made between Shigemitsu Industry as franchisor and Hong Kong Ajisen Food Company Limited, an indirect wholly-owned subsidiary of the Company, as franchisee in relation to the Franchise Businesses in Hong Kong and Macau
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the committee of the Board comprising all the independent non-executive Directors, established to advise the Independent Shareholders as to voting at the EGM on, among other things, the resolutions approving the Revised Annual Caps
“Independent Financial Advisor”	Octal Capital Limited, being a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, which is the independent financial advisor appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Revised Annual Caps in respect of the transactions contemplated under the Franchise Agreements and the CCT Supply Agreements
“Independent Shareholder(s)”	Shareholders other than those who have a material interest in the Franchise Agreements and the CCT Supply Agreements
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Mainland China Franchise Agreement”	the franchise agreement dated 19 February 2006 and made between Shigemitsu Industry as franchisor and (after the Novation Agreement) Festive Profits as franchisee in relation to the Franchise Businesses in Mainland China
“Novation Agreement”	the novation agreement dated 16 September 2006 and made between Ajisen Ramen Group Limited, Festive Profits and Shigemitsu Industry for the assumption of the rights and obligations of Ajisen Ramen Group Limited under the Mainland China Franchise Agreement by Festive Profits
“PRC”	The People’s Republic of China

“percentage ratios”	refer to the percentage ratios under Rule 14.07 of the Listing Rules
“Renewed Festive Profits Supply Agreement”	the renewal agreement in respect of the Festive Profits Supply Agreement entered into between Festive Profits and Shigemitsu Food on 14 May 2024 under which the term of the Festive Profits Supply Agreement is further extended for a three-year term ending on 13 May 2027
“Renewed Fortune Choice Sales Agreement”	the renewal agreement in respect of the Fortune Choice Sales Agreement entered into between Fortune Choice and Shigemitsu Industry on 14 May 2024 under which the term of the Fortune Choice Sales Agreement is further extended for a three-year term ending on 13 May 2027
“Renewed Fortune Choice Supply Agreement”	the renewal agreement in respect of the Fortune Choice Supply Agreement entered into between Fortune Choice and Shigemitsu Industry on 14 May 2024 under which the term of the Fortune Choice Supply Agreement is further extended for a three-year term ending on 13 May 2027
“RMB”	Renminbi, the lawful currency of Mainland China
“Revised Annual Sales Cap”	the revised anticipated maximum annual value of the transactions contemplated the Renewed Fortune Choice Sales Agreement for the years ending 31 December 2024, 2025 and 2026, as stated in this announcement.
“Revised Annual Cap(s)”	the revised anticipated maximum annual value of the transactions contemplated the Franchise Agreements and the CCT Supply Agreements for the three years ending 31 December 2024, 2025 and 2026, as stated in this announcement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shenzhen Factory”	味千拉麵(深圳)有限公司 (Wei Qian Noodle (Shenzhen) Co., Ltd), a company established in Mainland China and an indirect wholly-owned subsidiary of the Company
“Shigemitsu Industry”	Shigemitsu Industry Co., Ltd. (also known as Shigemitsu Kabushiki Kaisha or Shigemitsu Sangyo Co., Ltd), a company incorporated in Japan of which Mr. Katsuaki Shigemitsu owns approximately 68.35% interest

“Shigemitsu Food”	西蓋米食品(上海)有限公司 (Shigemitsu Food (Shanghai) Co., Ltd.), a company established in Mainland China which is wholly owned by Eagle Sky
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

By order of the Board  
**Ajisen (China) Holdings Limited**  
**Poon Wai**  
*Chairman*

Hong Kong, 15 November 2024

*As at the date of this announcement, the Board comprises Ms. Poon Wai, Mr. Poon Ka Man, Jason and Ms. Ng Minna as executive Directors; Mr. Katsuaki Shigemitsu and Mr. Yew Yat On as non-executive Directors; and Mr. Lo Peter, Mr. Jen Shek Voon and Mr. Ho Pak Chuen Brian as independent non-executive Directors.*