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凤祥食品

SHANDONG FENGXIANG CO., LTD.

山東鳳祥股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9977)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Shandong Fengxiang Co., Ltd. (the “**Company**”) will be held at 3rd Floor, GMK Building, Xiangguang ECO-Industrial Park, Yanggu County, Liaocheng City, Shandong Province, the PRC on Friday, 6 November 2020 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 September 2020 (the “**Circular**”):

ORDINARY RESOLUTIONS

THAT:

1. (a) the execution of the Deposit Service Framework Agreement and its proposed annual caps (as defined and described in the Circular) be and are hereby confirmed, ratified and approved and the transactions contemplated thereunder be and are hereby approved; and
- (b) any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the Deposit Service Framework Agreement and its proposed annual caps and completing the transactions contemplated thereunder.

2. To consider and approve, each as a separate resolution, the following candidates as Directors of the fourth session of the Board of Directors with a term of three years commencing from the conclusion of the EGM and the Board of Directors be authorised to fix their remuneration:
 - (a) to consider and approve the re-election of Liu Zhiguang as an executive Director of the fourth session of the Board of Directors;
 - (b) to consider and approve the re-election of Xiao Dongsheng as an executive Director of the fourth session of the Board of Directors;
 - (c) to consider and approve the re-election of Ow Weng Cheong as an executive Director of the fourth session of the Board of Directors;
 - (d) to consider and approve the re-election of Wang Jinsheng as an executive Director of the fourth session of the Board of Directors;
 - (e) to consider and approve the re-election of Liu Xuejing as a non-executive Director of the fourth session of the Board of Directors;
 - (f) to consider and approve the re-election of Zhang Chuanli as a non-executive Director of the fourth session of the Board of Directors;
 - (g) to consider and approve the re-election of Guo Tianyong as an independent non- executive Director of the fourth session of the Board of Directors;
 - (h) to consider and approve the re-election of Zhang Ye as an independent non- executive Director of the fourth session of the Board of Directors; and
 - (i) to consider and approve the re-election of Chung Wai Man as an independent non- executive Director of the fourth session of the Board of Directors.
3. To consider and approve, each as a separate resolution, the following candidates as shareholders representative Supervisors of the fourth session of the Board of Supervisors with a term of three years commencing from the conclusion of the EGM:
 - (a) to consider and approve the re-election of Kong Xiangwei as a shareholders representative Supervisor of the fourth session of the Board of Supervisors; and
 - (b) to consider and approve the re-election of Chen Dehe as a shareholders representative Supervisor of the fourth session of the Board of Supervisors.

SPECIAL RESOLUTION

THAT:

4. (a) the proposed amendments to the articles of association of the Company (details of which are set out in “Proposed Amendments to the Articles of Association” in Appendix IV to the Circular) (the “**Articles Amendments**”), be and are hereby approved and confirmed; and
- (b) any one or more directors of the Company, the secretary of the Board and its authorised persons be and are hereby authorised to handle all necessary applications, submissions, registrations and filings and other related matters (including revisions to wordings as requested by the relevant regulatory authorities in the PRC) in connection with the Articles Amendments and any of the foregoing.

By order of the Board
Shandong Fengxiang Co., Ltd.
LIU Zhiguang
Chairman

Shandong, the PRC
30 September 2020

Notes:

1. The holders of H Shares and Domestic Shares whose names appear on the registers of the members of the Company on Friday, 6 November 2020 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Tuesday, 3 November 2020 to Friday, 6 November 2020, (both days inclusive), during which no transfer of Shares can be registered. All transfer documents together with the relevant share certificates must be lodged for registration with the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares) or the Company’s registered office at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Monday, 2 November 2020.
2. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company.
3. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointor or his/her attorney duly authorised in writing. If the appointor is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company’s H share registrar for holders of H Shares or at the address of the Company’s registered office in the PRC for holders of Domestic Shares not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting. If the instrument appointing the proxy is signed by a person authorised by the appointor, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company’s H share registrar in Hong Kong or the address of the Company’s registered office in the PRC (as may be applicable).
4. Shareholders or their proxies are required to produce their identification documents when attending the EGM.
5. Miscellaneous

- i. It is expected that the EGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
- ii. Details on the abovementioned resolutions to be considered and approved at the EGM are set out in the circular of the Company in respect of the EGM dated 30 September 2020.

- iii. The address of Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre
183 Queen's Road East, Wan Chai
Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

- iv. The address of the registered office and principal place of business of the Company is:

Liumiao Village
Anle Town
Yanggu County
Liaocheng City
Shandong Province
PRC
Tel: +86 (531) 8656 6593
Fax: +86 (531) 8656 6593

As at the date of this notice, the Board of Directors comprises Mr. Liu Zhiguang, Mr. Xiao Dongsheng, Mr. Ow Weng Cheong and Mr. Wang Jinsheng as executive Directors; Mr. Liu Xuejing and Mr. Zhang Chuanli as non-executive Directors; and Mr. Guo Tianyong, Mr. Zhang Ye and Mr. Chung Wai Man as independent non-executive Directors.