

**SHANDONG FENGXIANG CO., LTD.\***

## 山東鳳祥股份有限公司

**Procedures for Nomination of Directors**

The shareholders of Shandong Fengxiang Co., Ltd. shall nominate directors at the general meeting of the Company pursuant to the relevant requirements under the Company Law of the People's Republic of China and the Articles of Association of Shandong Fengxiang Co., Ltd. (the “**Articles of Association**”):

1. Shareholder(s) individually or jointly holding more than 3% of the total outstanding voting shares of the Company may, by way of a written proposal, submit candidates for directors to the general meeting. However, the number of candidates proposed must comply with the provisions of the Articles of Association, and shall not be more than the number to be elected. The aforesaid proposal put forward by the shareholders to the Company should be delivered to the Company at least 14 days before the convening of the general meeting.
2. Within the number of persons specified by the Articles of Association and based on the proposed number of candidates to be elected, the Board of Directors of the Company (the “**Board**”) may propose a list of candidates for directors, which shall be submitted to the Board for review. After the list of candidates for directors is determined by deliberation and resolution of the Board, the list shall be submitted at a general meeting by way of a written proposal.
3. The written materials for the intention to propose a candidate for election as a director, the written notice of the candidate on his/her willingness to accept the nomination, and the details of the nominees in writing shall be given to the Company no less than 14 days prior to the date of convening the general meeting (the 14-day notice period shall start no earlier than the next day after the issue of the notice of the meeting for such election designated and end no later than 14 days prior to the general meeting). The Board shall provide shareholders with the biography and basic information of the candidates for directors.
4. The period given by the Company to the nominators and nominees for submitting the aforesaid notice and documents (such period shall commence from the day following the date of serving the notice of convening of the general meeting) shall be no less than 14 days.
5. At the general meeting, shareholders shall vote on each of the candidates for director one-by-one.
6. In the event of any ad hoc addition to or change in any director, the Board shall propose at the general meeting for the election or replacement of a director.

\* For identification purpose only

Note: The Chinese version of this document shall prevail over its English version in the event of inconsistency.