



# 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)

#### PROXY FORM

#### For the Annual General Meeting to be held on 5 June 2024 and any adjournment thereof

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 2)</sup> \_\_\_\_\_ being the registered  
holder(s) of<sup>(Note 3)</sup> \_\_\_\_\_ domestic shares/H shares<sup>(Note 2)</sup> of  
RMB1.00 each in the share capital of Shandong Fengxiang Co., Ltd. (the “Company”) hereby appoint the chairman of the meeting<sup>(Note 4)</sup> or  
\_\_\_\_\_ of<sup>(Note 2)</sup> \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at 2nd Floor, Fengxiang Gufen Building, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the People's Republic of China (the “PRC”) on Wednesday, 5 June 2024 at 9:30 a.m. and any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the report of the board of directors of the Company (the “Board of Directors”) for the year ended 31 December 2023.			
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2023.			
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and independent auditor's report for the year ended 31 December 2023.			
4.	To consider and approve the profit distribution plan for the year 2023.			
5.	To re-appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the domestic and overseas auditors of the Company, and to authorise the Board of Directors to fix its remuneration.			
SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
6.	To consider and approve the proposed amendments to the articles of association of the Company:  (a) the proposed amendments to the articles of association of the Company (details of which are set out in “Appendix I — Proposed Amendments to the Articles of Association” in the circular of the Company dated 16 May 2024 (the “Circular”)) be and are hereby approved and confirmed; and  (b) any one or more Directors, the secretary of the Board of Directors and their 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 proposed amendments to the articles of association of the Company and any of the foregoing.			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
7.	To consider and approve the proposed amendments to the rules of procedure for the general meeting of the Company (details of which are set out in “Appendix II — Proposed Amendments to the Rules of Procedure for the General Meeting” in the Circular).			
8.	To consider and approve the proposed amendments to the rules of procedure for the board of directors of the Company (details of which are set out in “Appendix III — Proposed Amendments to the Rules of Procedure for the Board of Directors” in the Circular).			
9.	To consider and approve the proposed amendments to the rules of procedure for the board of supervisors of the Company (details of which are set out in “Appendix IV — Proposed Amendments to the Rules of Procedure for the Board of Supervisors” in the Circular).			
10.	To consider and approve the grant of a general mandate to the Board of Directors to issue shares of the Company.			

Date<sup>(Note 6)</sup>: \_\_\_\_\_ 2024

Signed<sup>(Note 6)</sup>: \_\_\_\_\_

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates and delete the non-applicable category of shares (domestic shares or H shares). If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- If a proxy other than the chairman of the meeting is preferred, please strike out the words “the chairman of the meeting or” and insert the full name(s) and address(es) of the proxy (proxies) desired in the space provided. A member may appoint one or more proxies to attend and vote at the meeting in his stead. A proxy needs not be a shareholder of the Company but must attend the AGM in person to represent you. If no name is inserted, the chairman of the meeting will act as your proxy. **Any changes made to this proxy form must be initialed by the person who signs it.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “ABSTAIN”.** The shares abstained will be counted in the calculation of the required majority. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any resolution properly put to the AGM other than those referred to in the notice of AGM.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorised to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the AGM, either in person or by proxy.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be completed and delivered to the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares) or the address of the registered office of the Company at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC (for holders of domestic shares) not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2024) or the adjourned meeting (as the case may be).
- Please refer to the circular of the Company in respect of the AGM dated 16 May 2024 for details of the above resolutions to be proposed at the AGM for consideration and approval.
- Completion and return of this proxy form do not affect your right to attend and vote at the AGM in person.
- References to time and dates in this proxy form are to Hong Kong time and dates.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC or by email to fovofoods@fengxiang.com.