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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 THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Shandong Fengxiang Co., Ltd. (the “**Company**”) will be held at 2nd Floor, Fengxiang Gufen Building, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC on Wednesday, 5 June 2024 at 9:30 a.m. for the purposes 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 16 May 2024 (the “**Circular**”):

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the Board of Directors for the year ended 31 December 2023;
2. To consider and approve the report of the Board of Supervisors for the year ended 31 December 2023;
3. To consider and approve the audited consolidated financial statements of the Group 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; and
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

6. To consider and approve the proposed amendments to the Articles of Association:  
**“THAT:**
  - (a) the proposed amendments to the Articles of Association (details of which are set out in “Appendix I — Proposed Amendments to the Articles of Association” in 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 and any of the foregoing.”
7. To consider and approve the proposed amendments to the Rules of Procedure for the General Meeting (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 (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 (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:

“**THAT:**

- (a) the Board of Directors be and is hereby granted a general and unconditional mandate to separately and concurrently, issue, allot and/or deal with the additional Domestic Shares and/or H Shares, and to make or grant offers, agreements and options which would or might require to issue, allot and/or deal with Domestic Shares and/or H Shares, subject to the following terms:
- (i) such mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
- (ii) as at the date of the resolution to be made herein, the aggregate number of Domestic Shares and H Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with (whether pursuant to an option or otherwise) by the Board of Directors, shall not exceed 20% of the total issued shares of the Company (including Domestic Shares and H Shares) as at the date of passing this resolution; and
- (iii) the Board of Directors will only exercise its power under such mandate in accordance with the relevant requirements under the Listing Rules, the Articles of Association, and the applicable laws and regulations of the PRC, as amended from time to time, and will comply with all necessary.
- (b) for the purpose of this resolution:

“**Domestic Share(s)**” means ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi;

“**H Share(s)**” means overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

- (ii) the expiration of the 12-month period following the passing of this resolution; and
  - (iii) the date on which the authority granted to the Board of Directors set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
- (c) contingent upon the Directors resolving to issue and allot the Domestic Shares and H Shares pursuant to subparagraph (a) of this resolution, the Board of Directors be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Domestic Shares and/or H Shares including but not limited to determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to amend the Articles of Association as it thinks fit so as to reflect the increase in the registered capital and the new share capital structure of the Company after the issue and allotment of the Domestic Shares and H Shares pursuant to subparagraph (a) of this resolution and to take any necessary actions and to go through any necessary procedures (including but not limited to obtaining approvals from relevant regulatory authorities and completing registration processes with relevant industrial and commercial administration) to give effect to the issue of shares.”

By order of the Board of Directors  
**Shandong Fengxiang Co., Ltd.**  
**Zhu Lingjie**  
*Chairman*

Shandong, the PRC, 16 May 2024

*Notes:*

1. The holders of H Shares and Domestic Shares whose names appear on the registers of the members of the Company on Wednesday, 5 June 2024 are entitled to attend and vote at the AGM. For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM, the registers of members of the Company will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024 (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 Thursday, 30 May 2024.
2. Any shareholder of the Company entitled to attend and vote at the AGM 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. In order to be valid, the instrument appointing the proxy shall be deposited at the Company's H Share registrar in Hong Kong (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 AGM (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2024) or any adjourned meeting (as the case may be). 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).

Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any of its adjourned meetings should they so wish.

4. Shareholders or their proxies are required to produce their identification documents when attending the AGM.

5. Miscellaneous

- i. It is expected that the AGM 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 AGM are set out in the circular of the Company in respect of the AGM dated 16 May 2024.
- iii. The address of Computershare Hong Kong Investor Services Limited is:

Shops 1712–1716, 17th 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) 635 713 8018  
Fax: (86) 635 713 6002 166

6. References to dates and times in this notice are to Hong Kong dates and times.

*As at the date of this notice, the Board of Directors comprises Mr. Xiao Dongsheng and Mr. Shi Lei as executive Directors; Mr. Qiu Zhongwei, Mr. Lu Wei, Mr. Zhu Lingjie and Ms. Zhou Ruijia as non-executive Directors; and Ms. Wang Anyi, Ms. Zhao Yinglin and Mr. Chung Wai Man as independent non-executive Directors.*