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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 3rd Floor, GMK Building, Xiangguang ECO-Industrial Park, Yanggu County, Liaocheng City, Shandong Province, the PRC on Friday, 28 May 2021 at 9:30 a.m. for the purposes of considering and, if thought fit, 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 23 April 2021 (the “**Circular**”):

ORDINARY RESOLUTIONS

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 2020;
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2020;
3. To consider and approve the audited consolidated financial statements of the Group and independent auditor’s report for the year ended 31 December 2020;
4. To consider and approve the profit distribution plan for the year ended 31 December 2020;
5. To re-appoint BDO China SHU LUN PAN Certified Public Accountants LLP (“**BDO China**”) as the domestic auditor of the Company and appoint BDO China as the overseas auditor of the Company, and to authorise the Board of Directors to fix its remuneration;

6. To consider and approve the appointment of independent non-executive director of the Company; and
7. To consider and approve the appointment of shareholders representative supervisor of the Company.

SPECIAL RESOLUTION

8. (a) To consider and approve the 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 I to the Circular) (the “**Articles Amendments**”); and
- (b) Any one or more directors of the Company, the secretary of the Board of Directors 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 of Directors
Shandong Fengxiang Co., Ltd.
LIU Zhiguang
Chairman

Shandong, the PRC, 23 April 2021

Notes:

1. The holders of H Shares and Domestic Shares whose names appear on the registers of the members of the Company on Friday, 28 May 2021 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 Tuesday, 25 May 2021 to Friday, 28 May 2021, (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, Wanchai, 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, 24 May 2021.

The Board of Directors proposed the distribution of a final dividend of RMB0.03 per share (tax inclusive) for the year ended 31 December 2020. Subject to the approval of the Shareholders at the AGM, the final dividend will be distributed to the Shareholders of the Company whose names appear on the registers of members of the Company on Thursday, 10 June 2021. Further details on dividend payment would be announced upon conclusion of AGM. For the purpose of determining the entitlement of the Shareholders to the final dividend, the registers of members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period no transfer of Shares will be registered. For the purpose of determining the entitlements of Shareholders to the final dividend, all properly completed share transfer forms together with the relevant share certificates must be lodged 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, Wanchai, Hong Kong (for holder of H Shares) or the Company's registered office at Liiumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on Friday, 4 June 2021.

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 Thursday, 27 May 2021) 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 shareholders of the Company 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 23 April 2021.
 - iii. The address of Computershare Hong Kong Investor Services Limited is:

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

- iv. The address of the headquarters in the PRC and registered office 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. Liu Zhiguang, Mr. Xiao Dongsheng and Mr. Wang Jinsheng as executive Directors; Mr. Liu Xuejing, Mr. Zhang Chuanli and Mr. Ow Weng Cheong as non-executive Directors; and Mr. Guo Tianyong, Mr. Zhang Ye and Mr. Chung Wai Man as independent non-executive Directors.