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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 2023 SECOND H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** a class meeting for the holders of H Shares (the “**H Share Class Meeting**”) of Shandong Fengxiang Co., Ltd. (the “**Company**”) will be held at 2nd Floor, Fengxiang Food Research and Technology Centre, Yanggu County, Liaocheng City, Shandong Province, the PRC on Friday, 19 May 2023 at 9:30 a.m. or immediately after the conclusion of the annual general meeting (the “**AGM**”) for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the first supplemental circular of the Company dated 5 May 2023 (the “**First Supplemental Circular**”).

### **SPECIAL RESOLUTION**

1. To consider and approve the H Shares Issue under Specific Mandate:
  - (a) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 300,000,000 H shares (inclusive) pursuant to the terms and conditions set out in the First Supplemental Circular; and

(b) the Board and any Director(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Shares Issue (including but not limited to those set out in the First Supplemental Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

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

Shandong, the PRC, 5 May 2023

*Notes:*

1. The holders of H Shares whose names appear on the registers of the members of the Company on Friday, 19 May 2023 are entitled to attend and (if applicable) vote at the H Share Class Meeting. For the purpose of determining the Shareholders' eligibility to attend and vote at the H Share Class Meeting, the registers of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023, (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 not later than 4:30 p.m. on Monday, 15 May 2023.
2. Any H Shareholder of the Company entitled to attend and vote at the H Share Class Meeting 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 not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 9:00 a.m. on Thursday, 18 May 2023) 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.

Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the H Share Class Meeting 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 H Share Class Meeting.
5. Miscellaneous
  - i. It is expected that the H Share Class Meeting will last for half a day. All attending H 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 resolution to be considered and approved at the H Share Class Meeting are set out in the First Supplemental Circular of the Company in respect of the H Share Class Meeting dated 5 May 2023.
  - 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
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 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.*