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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shandong Fengxiang Co., Ltd., you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROFIT DISTRIBUTION PLAN FOR 2020;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND APPOINTMENT  
OF OVERSEAS AUDITOR;  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
PROPOSED APPOINTMENT OF SHAREHOLDERS REPRESENTATIVE  
SUPERVISOR; AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Shandong Fengxiang Co., Ltd. to 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. is set out on pages 13 to 16 of this circular. A proxy form for use is enclosed herewith and also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.fengxiang.com>).

Whether or not you intend to attend the AGM, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's registered office at Liiumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, PRC (for holders of Domestic Shares) or 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, Wanchai, Hong Kong (for holders of H Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 9:30 a.m. on Thursday, 27 May 2021) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

23 April 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2020 Annual Report”	the annual report of the Company for the year ended 31 December 2020, published on the websites of the Company and the Stock Exchange on 22 April 2021
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 3rd Floor, GMK Building, Xiangguang ECO-Industrial Park, Yanggu County, Liaocheng City, Shandong Province, the PRC at 9:30 a.m. on Friday, 28 May 2021, or any adjournment thereof and notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	Shandong Fengxiang Co., Ltd. (山東鳳祥股份有限公司), a joint stock company established in the PRC with limited liability on 17 December 2010, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 9977)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share in the Company’s capital, with a nominal value of RMB1.0 each, which are subscribed for and paid up in RMB by PRC nationals and/or PRC-incorporated entities

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong
“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China but excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent

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LETTER FROM THE BOARD OF DIRECTORS

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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)**

*Executive Directors:*

Mr. Liu Zhiguang (*Chairman*)  
Mr. Xiao Dongsheng (*General Manager*)  
Mr. Wang Jinsheng

*Non-executive Directors:*

Mr. Liu Xuejing  
Mr. Zhang Chuanli  
Mr. Ow Weng Cheong

*Independent Non-executive Directors:*

Mr. Guo Tianyong  
Mr. Zhang Ye  
Mr. Chung Wai Man

*Headquarters in the PRC and*

*Registered Office:*

Liumiao Village  
Anle Town  
Yanggu County  
Liaocheng City  
Shandong Province  
PRC

*Principal Place of Business  
in Hong Kong:*

14th Floor, Golden Centre  
188 Des Voeux Road Central  
Hong Kong

23 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROFIT DISTRIBUTION PLAN FOR 2020;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND APPOINTMENT  
OF OVERSEAS AUDITOR;  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
PROPOSED APPOINTMENT OF SHAREHOLDERS REPRESENTATIVE  
SUPERVISOR; AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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Ordinary resolutions for approving (a) the report of the Board of Directors for 2020; (b) the report of the Board of Supervisors for 2020; (c) the audited consolidated financial statements of the Group and independent auditor's report for the year ended 31 December 2020; (d) the profit distribution plan for 2020; (e) the re-appointment of domestic auditor and appointment of overseas auditor; (f) the appointment of independent non-executive Director; and (g) the appointment of Shareholders representative Supervisor, will be proposed at the AGM. Special resolution for approving the amendments to the Articles of Association will be proposed at the AGM.

### REPORT OF THE BOARD OF DIRECTORS FOR 2020

The full text of the report of the Board of Directors for the year ended 31 December 2020 is set out in the 2020 Annual Report.

### REPORT OF THE BOARD OF SUPERVISORS FOR 2020

The full text of the report of the Board of Supervisors for the year ended 31 December 2020 is set out in the 2020 Annual Report.

### FINAL FINANCIAL ACCOUNTS FOR 2020

The full text of the audited consolidated financial statements of the Group and the independent auditor's report for the year ended 31 December 2020 are set out in the 2020 Annual Report.

### PROFIT DISTRIBUTION PLAN FOR 2020

The profit distribution plan for 2020 was considered and approved by the Board of Directors on 31 March 2021, and 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 (the “**2020 Final Dividend**”). The profit distribution plan shall be subject to the consideration and approval of the Shareholders at the AGM.

The 2020 Final Dividend payable to Domestic Shareholders shall be paid in Renminbi and the 2020 Final Dividend payable to H Shareholders shall be declared in Renminbi and paid in Hong Kong dollars, the exchange rate of which shall be the average selling rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China a week prior to the declaration of the 2020 Final Dividend which was in the amount equivalent to HK\$0.0356 per share. If approved, the 2020 Final Dividend is expected to be distributed on or before Wednesday, 28 July 2021 to the Shareholders whose names appear on the registers of members of the Company on Thursday, 10 June 2021, in an aggregate amount of RMB42.0 million (tax inclusive). For the purpose of

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## LETTER FROM THE BOARD OF DIRECTORS

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determining the entitlement of the Shareholders to the 2020 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, 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) for registration not later than 4:30 p.m. on Friday, 4 June 2021.

The Company shall withhold and pay the enterprise income tax and individual income tax in relation to the 2020 Final Dividend on behalf of holders of H Shares in accordance with relevant laws and regulations. Pursuant to the applicable provisions and the implementing regulations of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), the Company shall withhold and pay the enterprise income tax at the rate of 10% for non-resident enterprises holders of H Shares (including the H Shares registered in the name of HKSCC Nominees Limited). In addition, pursuant to the applicable provisions and the implementing regulations of the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法) as well as the requirements under the Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》, the Company shall withhold and pay the individual income tax on behalf of the overseas non-resident individual holders of H Shares. The resident individuals outside the PRC who are the holders of the shares issued in Hong Kong by domestic non-foreign invested enterprises enjoy preferential tax rate in accordance with the tax conventions between Mainland China and the country where the residents reside and the tax arrangements between the Mainland China and Hong Kong (Macau). Individual income tax will be generally subject to a withholding tax rate of 10% when domestic non-foreign invested enterprises which issue shares in Hong Kong distribute dividends to their shareholders, unless otherwise required by the regulations of relevant tax laws and tax conventions. If the 2020 Final Dividend is approved by the Shareholders at the AGM, the Company will publish an announcement on the indicative arrangement of the aforementioned withholding of enterprise income tax and individual income tax.

Shareholders are recommended to consult their tax advisers regarding the tax implication in the PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares.

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## LETTER FROM THE BOARD OF DIRECTORS

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### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結》) published by the Stock Exchange in December 2010, Mainland incorporated issuers listed in Hong Kong are allowed to prepare their financial statements in accordance with the China Accounting Standards for Business Enterprises and Mainland audit firms approved by the Ministry of Finance of the PRC and the CSRC are allowed to adopt the China Standards on Auditing in providing services to the issuers.

In view of the aforesaid arrangement and in order to facilitate the application process of the proposed issue of the A shares of the Company, and to align the financial information disclosure of the Company in both markets, the Board of Directors considered and approved a resolution on 19 April 2021 in relation to the change of its basis for preparation of the overseas financial statements from International Financial Reporting Standards to China Accounting Standards for Business Enterprises, subject to the approval of the Shareholders at the AGM on the proposed amendments to the Articles of Association.

As confirmed by BDO China SHU LUN PAN Certified Public Accountants LLP (“**BDO China**”), the preparation of all of the Company’s financial statements in accordance with China Accounting Standards for Business Enterprises will not have a significant impact on the financial position, operating results and cash flows of the Company in 2021 and in the future.

Details of the proposed amendments to the Articles of Association for the adoption of China Accounting Standards for Business Enterprises are set out in Appendix I to this circular. Save for the proposed amendments to the Articles of Association, the other provisions of the Articles of Association will remain unchanged. The proposed amendments to the Articles of Association will become effective upon approval by the Shareholders at the AGM.

### PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND APPOINTMENT OF OVERSEAS AUDITOR

Reference is made to the announcement of the Company dated 19 April 2021 regarding the proposed change of overseas auditor of the Company.

BDO Limited currently acts as the Company’s overseas auditor which is responsible for auditing the financial statements of the Company prepared in accordance with the International Financial Reporting Standards. In view of the above change to the standards in the preparation of the Company’s overseas financial statements, the Board of Directors also proposed to change the

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## LETTER FROM THE BOARD OF DIRECTORS

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Company's overseas auditor from BDO Limited to BDO China, subject to the approval of the Shareholders at the AGM. BDO China is a certified public accountant firm approved by the Ministry of Finance of the PRC and the CSRC and is qualified to adopt the China Standards on Auditing in providing auditing services to the issuers incorporated in the Mainland and listed in Hong Kong. BDO China currently acts as the domestic auditor of the Company. Subject to the approval of the Shareholders at the AGM on the proposed change of the overseas auditor, BDO China will become the only auditor auditing the financial statements of the Company in accordance with the Chinese Accounting Standards for Business Enterprises, and undertake the role of overseas auditor in accordance with the Listing Rules.

BDO Limited confirms that there is no circumstance relating to the proposed change of overseas auditor that needed to be brought to the attention of the Shareholders. The Board of Director is not aware of any issues relating to the proposed change of overseas auditor that needed to be brought to the attention of the Shareholders. The Board of Directors and the audit committee of the Company confirm that there is no disagreement between the Company and BDO Limited in relation to the proposed change of overseas auditor.

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of BDO China as the domestic auditor of the Company and appointment of BDO China as the overseas auditor of the Company for the audit of annual financial statements for the year ending 31 December 2021.

### **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 19 April 2021 in relation to the proposed appointment of an independent non-executive Director. The Board of Directors has resolved to appoint Ms. Zhao Yinglin as an independent non-executive Director for a term of not more than three years commencing from the date of approval at the AGM until the expiration of the term of the fourth session of the Board of Directors. The appointment of Ms. Zhao Yinglin will only become effective after being approved by the Shareholders at the AGM. Biographical details of Ms. Zhao are set out in Appendix II of this circular.

The resolution in respect of the appointment of Ms. Zhao Yinglin as an independent non-executive Director for the fourth session of the Board of Directors will be proposed at the AGM for consideration and approval by the Shareholders. In the event that Ms. Zhao is appointed as an independent non-executive Director at the AGM, the Company will enter into a service agreement with her. Ms. Zhao will be entitled to the remuneration of HK\$300,000 per annum which was determined by the Board of Directors with reference to her duties and responsibilities in the Company and the market benchmark.

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## LETTER FROM THE BOARD OF DIRECTORS

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### PROPOSED APPOINTMENT OF SHAREHOLDERS REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated 31 March 2021 in relation to the proposed appointment of a Shareholder representative Supervisor. The Board of Supervisors has resolved to appoint Mr. Zhang Jun as a Shareholder representative Supervisor for a term of not more than three years commencing from the date of approval at the AGM until the expiration of the term of the fourth session of the Board of Supervisors. The appointment of Mr. Zhang Jun will only become effective after being approved by the Shareholders at the AGM. Biographical details of Mr. Zhang Jun are set out in Appendix II of this circular.

The resolution in respect of the appointment of Mr. Zhang Jun as a Shareholder representative Supervisor for the fourth session of the Board of Supervisors will be proposed at the AGM for consideration and approval by the Shareholders. In the event that Mr. Zhang Jun is appointed as a shareholder representative supervisor at the AGM, the Company will enter into a service agreement with him. Mr. Zhang will not receive any remuneration during his term of office as a Shareholders representative Supervisor.

### AGM AND PROXY ARRANGEMENT

The notice convening the AGM is set out on pages 13 to 16 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon 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, 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) as soon as possible and in any event 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 the adjourned meeting (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

For the purpose of determining the eligibility of Shareholders 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 period no transfer of Shares will 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

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## LETTER FROM THE BOARD OF DIRECTORS

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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 Shareholders whose names appear on the registers of members of the Company on Friday, 28 May 2021 will be entitled to attend and vote at the AGM.

### VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board of Directors believes that the proposals mentioned above are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM as set out in the notice of AGM.

Yours faithfully

By order of the Board of Directors

**Shandong Fengxiang Co., Ltd.**

**LIU Zhiguang**

*Chairman*

*The Articles of Association are written in Chinese. The English version is an unofficial translation of its Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.*

The proposed amendments to the Articles of Association are set out as follows:

**Article 153** The fiscal year of the Company is Gregorian calendar year, i.e. from 1 January to 31 December every year.

At the end of each fiscal year, the Company shall prepare a financial report which shall be audited and verified according to law.

The financial statements of the Company shall be prepared in accordance with ~~not only PRC accounting standards~~ China Accounting Standards for Business Enterprises and the requirements of applicable laws and regulations, ~~but also the international accounting standards or the accounting standards of the overseas listing place. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements.~~

~~The Company shall distribute the after-tax profit of the relevant fiscal year as per the less of the after-tax profits in the aforesaid two financial reports.~~

**Article 157** The Company shall publish its financial reports twice every fiscal year. The interim financial report shall be published within 60 days after the first 6 months of each fiscal year and the annual financial report shall be published within 120 days after each fiscal year.

The interim results or financial data announced or disclosed by the Company shall be prepared in accordance with ~~the PRC accounting standards~~ China Accounting Standards for Business Enterprises and the requirements of applicable laws and regulations ~~as well as the international accounting standards or the accounting standards of the overseas listing place.~~

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**APPENDIX II      BIOGRAPHIES OF THE PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND SHAREHOLDERS REPRESENTATIVE SUPERVISOR**

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Biographical details of the candidates proposed for appointment as independent non-executive Director and Shareholders representative Supervisor are set out as follows:

**BIOGRAPHY OF CANDIDATE FOR INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. Zhao Yinglin (趙迎琳), aged 55, served as a senior portfolio manager in China Life Asset Management Company Ltd. between July 2000 and October 2007. She was the general manager of the investment management department of China Life Property & Casualty Insurance Company Limited between October 2007 and March 2020. Ms. Zhao served as the chief investment officer of PICC Health Insurance Company Limited. Ms. Zhao completed her postgraduate studies in finance and investment and received her doctorate degree in economics from the Northwest University in the PRC in July 2000. She obtained the Securities Practitioners Qualifications Certificate from the Securities Association of China (中國證券業協會證券從業人員資格證書) in February 2004 and obtained the Independent Director Qualification Certificate from the Shanghai Stock Exchange in March 2014.

Ms. Zhao has confirmed to the Company her independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. Taking into account all of the circumstances described above, the Board of Directors considers that Ms. Zhao is independent.

**VIEW OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE**

To ensure that the Board of Directors has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business, the Board of Directors has adopted the nomination policy of the Company, setting out the process and criteria of identifying potential candidates of the Company. The nomination committee of the Company (the "**Nomination Committee**"), when forming their recommendation on the proposal of the appointment of Ms. Zhao Yinglin, has been following the Company's nomination policy.

The Nomination Committee had assessed and reviewed Ms. Zhao Yinglin's written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that as at the date of this circular, Ms. Zhao remains independent. The Nomination Committee also reviewed and considered Ms. Zhao Yinglin's experience, skills and other perspectives as set out above having regard to the nomination policy and board diversity policy of the Company. The Board of Directors is of the view that it will benefit from Ms. Zhao, whom is beneficial to the Board of Directors with diversity of comprehensive experience in corporate finance. The Board of Directors is of the view that Ms. Zhao Yinglin will be able to fulfil her role as required of an independent non-executive Director and contribute to maintain the

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**APPENDIX II      BIOGRAPHIES OF THE PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND SHAREHOLDERS REPRESENTATIVE SUPERVISOR**

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diversity in the Board of Directors' composition. Therefore, with the recommendation of the Nomination Committee, the Board of Directors has proposed that Ms. Zhao Yinglin be appointed as an independent non-executive Director at the AGM.

**BIOGRAPHY OF CANDIDATE FOR SHAREHOLDERS REPRESENTATIVE SUPERVISOR**

Mr. Zhang Jun (張軍), aged 33, joined GMK Holdings Group Co., Ltd. in March 2012, and previously served as the administrative clerk of its party committee office, the license management specialist of its chairman's office and the external liaison manager of the office of its board of directors. Mr. Zhang has been the secretary of the chairman of GMK Holdings Group Co., Ltd. since December 2017 and the environmental safety manager of the environmental safety and project management department under the office of the board of directors of GMK Holdings Group Co., Ltd. since January 2021.

Mr. Zhang completed his education specialising in computer and network management from the Shandong Advanced School of Finance (山東高級財經學校) in the PRC in June 2007 and obtained a bachelor's degree in management (by way of distance learning) from the Shandong Agricultural University (山東農業大學) in the PRC in January 2019.

Each of Ms. Zhao Yinglin and Mr. Zhang Jun has confirmed that, save as disclosed above, (i) she/he neither held any directorship in any listed company other than the Company nor held any positions in the group members of the Company in the past three years; (ii) she/he has no relationship with any other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) she/he has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information relating to his appointment that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- 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.*