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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 FIRST H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** that the class meeting of the holders of H shares (the “**H Share Class Meeting**”) 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 Wednesday, 18 January 2023 at 10:00 a.m., or immediately after the conclusion of the General Meeting or any adjournment thereof (whichever is the later) on Wednesday, 18 January 2023 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 composite document dated 28 December 2022 jointly issued by the Company and Falcon Holding LP (the “**Composite Document**”).

### **SPECIAL RESOLUTIONS**

1. “**THAT:**

- (a) subject to (i) the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, (ii) the passing of this same resolution by the Independent Shareholders at the General Meeting, as approved by way of poll by at least 75% of the votes attaching to the Shares held by the Independent Shareholders that are cast either in person or by proxy and with the number

of votes cast against the resolution by the Independent Shareholders being not more than 10% of the votes attaching to all the Shares held by the Independent Shareholders, and (iii) minimum valid acceptances of the H Share Offer amounting to not less than 90% of the H Shares held by Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and

- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (a) above.”

By order of the board of directors  
**Shandong Fengxiang Co., Ltd.**  
**Shi Lei**

*Executive director and company secretary*

Shandong, the PRC, 28 December 2022

*Notes:*

1. The holders of H Shares whose names appear on the register of H Shareholders of the Company on Friday, 13 January 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 register of H Shareholders of the Company will be closed from Friday, 13 January 2023 to Wednesday, 18 January 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, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 January 2023.
2. Any H Shareholder 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 need not be a Shareholder.
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. The instrument appointing the proxy shall be deposited at the Company's H share registrar not less than 24 hours before the time appointed for holding the H Share Class Meeting (9:00 a.m. on Tuesday, 17 January 2023) or any adjourned meeting. 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. H 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 resolutions to be considered and approved at the H Share Class Meeting are set out in the Composite Document in respect of the H Share Class Meeting dated 28 December 2022.

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. Liu Zhiguang, Mr. Xiao Dongsheng, Ms. Zhou Jinying and Mr. Shi Lei as executive Directors; Mr. Liu Xuejing and Mr. Zhang Chuanli as non-executive Directors; and Mr. Guo Tianyong, Ms. Zhao Yinglin and Mr. Chung Wai Man as independent non-executive Directors.*