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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)

**SECOND SUPPLEMENTAL NOTICE OF THE
ANNUAL GENERAL MEETING**

Reference is made to the original circular of Shandong Fengxiang Co., Ltd. (the “**Company**”) dated 27 April 2023 (the “**Circular**”), the notice of the annual general meeting (the “**AGM**”), the first supplemental circular of the Company (the “**First Supplemental Circular**”) and the first supplemental notice of the AGM dated 5 May 2023 which set out the details of the resolutions to be proposed at the AGM for shareholders’ approval. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the second supplemental circular of the Company dated 5 May 2023 (the “**Second Supplemental Circular**”).

SECOND SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled at 9:00 a.m. on Friday, 19 May 2023, at 2nd Floor, Fengxiang Food Research and Technology Centre, Yanggu County, Liaocheng City, Shandong Province, the PRC to consider and, if thought fit, pass the following resolutions as special resolutions in addition to the resolutions set out in the original notice and the first supplemental notice of the AGM:

SPECIAL RESOLUTIONS

7. To consider and approve the proposed amendments to the articles of association of the Company:

“THAT:

- (a) the proposed amendments to the articles of association of the Company (details of which are set out in “Appendix I — Proposed Amendments to the Articles of Association” in the Second Supplemental Circular (the “**Articles Amendments**”)), 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 make changes to the articles of association of the Company in accordance with the final amendments to the Listing Rules and 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.”
8. 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 Second Supplemental Circular).
 9. 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 Second Supplemental Circular).
 10. 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 Second Supplemental Circular).

11. 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 (x) 20% of each of the Domestic Shares and H Shares in issue, respectively, as at the date of passing this resolution, and (y) 20% of the total issued shares of the Company (including Domestic Shares and H Shares) in issue as at the date of passing this resolution upon the Articles Amendments becoming effective; and
 - (iii) the Board of Directors will only exercise its power under such mandate in accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the articles of association of the Company, and the applicable laws and regulations of the PRC, as amended from time to time, and will comply with all necessary registration and/or filing requirements of the relevant PRC government authorities (including the China Securities Regulatory Commission).
- (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 of Hong Kong Limited;

“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 of the Company 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, 5 May 2023

Notes:

1. Details of the above resolutions are set out in the second supplemental circular of the Company dated 5 May 2023.
2. The second supplemental proxy form in respect of the above resolutions is enclosed with the second supplemental circular.
3. The second supplemental proxy form will not affect the validity of any proxy forms duly completed and delivered by you in respect of the resolutions set out in the original notice of the AGM dated 27 April 2023 and the first supplemental notice of the AGM dated 5 May 2023. If you have validly appointed a proxy to attend and act for you at the AGM but do not duly complete and deliver the second supplemental proxy form, your proxy will be entitled to vote at the discretion on the resolution set out in this supplemental notice. If you do not duly complete and deliver the original proxy form and/or the first supplemental proxy form for the AGM but have duly completed and delivered the second supplemental proxy form and validly appointed a proxy to attend and act for you at the AGM, your proxy will be entitled to vote at the discretion on the resolutions set out in the original notice and the first supplemental notice. If the proxy being appointed to attend the AGM under the second supplemental proxy form is different from the proxy appointed under the original proxy form and/or the first supplemental proxy form and both proxies attended the AGM, the proxy validly appointed under the second supplemental proxy form shall be designated to vote at the AGM. If a shareholder of the Company wishes to provide specific instruction to his proxy(ies) regarding the voting of all resolutions set out in the original proxy form and the supplemental proxy forms, he should duly complete and submit both proxy forms in accordance with the instructions set out therein.
4. The second supplemental proxy form together with the power of attorney or other authority (if any) 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 9:00 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 or the address of the Company's registered office in the PRC (as may be applicable).
5. Please refer to the Circular, the original notice of the AGM and the first supplemental notice of the AGM for details in respect of the resolutions to be proposed and tabled before the AGM, eligibility for attending the AGM, registration procedures for attending the AGM, appointment by proxy, voting by way of poll and other relevant matters.

As at the date of this supplemental 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.