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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)**

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

Reference is made to the original circular of Shandong Fengxiang Co., Ltd. (the “**Company**”) (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) dated 16 May 2024 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 supplemental circular of the Company dated 22 May 2024 (the “**Supplemental Circular**”).

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the AGM will be held as originally scheduled at 2nd Floor, Fengxiang Gufen Building, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC on Wednesday, 5 June 2024 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolutions in addition to the resolutions set out in the original notice of the AGM.

### **SPECIAL RESOLUTIONS**

11. To consider and approve the proposed amendments to the 2021 SAS:

“**THAT:**

- (a) to consider and approve the proposed amendments to the 2021 SAS (details of which are set out in Appendix I — Summary of the Principal Terms of the 2021 SAS” in the Supplemental Circular);

- (b) to consider and approve the proposed authorisation to the Board to grant Awards under the 2021 SAS and to allot, issue and deal with H Shares pursuant to the grant of any Awards in accordance with the terms and conditions of the 2021 SAS;
- (c) any one or more Directors, the secretary of the Board and their authorised persons be and are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the 2021 SAS and any of the foregoing; and
- (d) subject to laws, regulations and requirements of the relevant regulatory authorities which require the approval of Shareholders at the general meeting, to authorise the Board to administer the 2021 SAS and to formulate or amend from time to time the provisions for the administration and implementation of the 2021 SAS in a manner consistent with the terms of the 2021 SAS.”

12. To consider and approve the proposed amendments to the 2023 SAS:

**“THAT:**

- (a) to consider and approve the proposed amendments to the 2023 SAS (details of which are set out in Appendix II — Summary of the Principal Terms of the 2023 SAS” in the Supplemental Circular);
- (b) to consider and approve the proposed authorisation to the Board to grant Awards under the 2023 SAS and to allot, issue and deal with H Shares pursuant to the grant of any Awards in accordance with the terms and conditions of the 2023 SAS;
- (c) any one or more Directors, the secretary of the Board and their authorised persons be and are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the 2023 SAS and any of the foregoing; and
- (d) subject to laws, regulations and requirements of the relevant regulatory authorities which require the approval of Shareholders at the general meeting, to authorise the Board to administer the 2023 SAS and to formulate or amend from time to time the provisions for the administration and implementation of the 2023 SAS in a manner consistent with the terms of the 2023 SAS.”

13. To consider and approve the Scheme Mandate Limit for the Relevant Schemes, the number of H Shares subject to the Scheme Mandate Limit being 158,261,800 Shares (representing 10% of the issued Shares as at the Amendment Date), and any one or more Directors, the secretary of the Board and their authorised persons be and are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Scheme Mandate Limit and any of the foregoing.

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

Shandong, the PRC, 22 May 2024

*Notes:*

1. Details of the above resolutions are set out in the Supplemental Circular of the Company dated 22 May 2024.
2. The supplemental proxy form in respect of the above resolutions is enclosed with the Supplemental Circular.
3. The supplemental proxy form will not affect the validity of any proxy form duly completed and delivered by you in respect of the resolutions set out in the original notice of the AGM dated 16 May 2024. If you have validly appointed a proxy to attend and act for you at the AGM but do not duly complete and deliver the supplemental proxy form, your proxy will be entitled to vote at the discretion on the resolutions set out in this supplemental notice. If you do not duly complete and deliver the original proxy form for the AGM but have duly completed and delivered the 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. If the proxy being appointed to attend the AGM under the supplemental proxy form is different from the proxy appointed under the original proxy form and both proxies attended the AGM, the proxy validly appointed under the supplemental proxy form shall be designated to vote at the AGM. If a shareholder of the Company wishes to provide specific instruction to his/her proxy(ies) regarding the voting of all resolutions set out in the original proxy form and the supplemental proxy form, he should duly complete and submit both proxy forms in accordance with the instructions set out therein.
4. The 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 9:30 a.m. on Tuesday, 4 June 2024) 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 and the original 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 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.*