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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shandong Fengxiang Co., Ltd. (山東鳳祥股份有限公司) will be held at 9:30 a.m. on Thursday, 24 July 2025, at 2nd Floor, Fengxiang Gufen Building, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions.

Save as defined otherwise, capitalised terms defined in the composite document (the “**Composite Document**”) dated 5 July 2025 jointly issued by the Company and Jingyu Enterprise Development (Shandong) Co., Ltd.* (菁裕企業發展(山東)有限公司) shall have the same meanings when used herein.

AS SPECIAL RESOLUTION

1. (a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 11 April 2025 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.
- (b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he/she may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.

AS ORDINARY RESOLUTION

2. To consider and, if thought fit, to approve, confirm and ratify the Rollover Arrangement, which constitutes a special deal under Rule 25 of the Takeovers Code.

By order of the Board
Shandong Fengxiang Co., Ltd.
Shi Lei

Executive director and company secretary

Shandong, the PRC, 5 July 2025

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.

Notes:

- (A) As set out in the Composite Document, the Conditions to the effectiveness of the Merger Agreement include, among other things, (i) the special resolution in the EGM approving the Merger under the Merger Agreement is passed by a majority of more than two-thirds (2/3) of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM; and (ii) the passing of an ordinary resolution by the Shareholders other than the Offeror, its concert parties and any other Shareholders who are involved or interested in the Rollover Arrangement (including Falcon Holding, Platinum Peony and Chelt) at the EGM to approve the Rollover Arrangement.

The Company's register of members will be closed from Monday, 21 July 2025 to Thursday, 24 July 2025 (both dates inclusive), during which no transfer of Shares will be registered. Shareholders whose names appear on the Company's register of members on Thursday, 24 July 2025 are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by 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 H Shareholders) or to the Company's registered office at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC (for Domestic Shareholders) for registration not later than 4:30 p.m. on Friday, 18 July 2025.

- (B) Each H Shareholder who has the right to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
- (C) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.

- (D) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a certified copy of that power of attorney or other authority (such certification to be made by a notary public), must be delivered 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, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof.
- (E) Each Domestic Shareholders is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on its behalf at the EGM. Notes (C) to (D) also apply to Domestic Shareholders, except that the form of proxy or other documents of authority must be delivered to the Company's registered office at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (F) If a proxy attends the EGM on behalf of a Shareholder, he should produce his identification document. If the legal representative of a legal person shareholder attends the EGM, such legal representative should produce his identification document and valid documents evidencing his capacity as such legal representative. If a legal person shareholder appoints a representative of the company other than its legal representative to attend the EGM, such representative should produce his identification document and an authorisation instrument affixed with the seal of the legal person shareholder and duly signed by its legal representative (except for a recognised clearing house as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws and its proxies).
- (G) Miscellaneous
- i. It is expected that the EGM 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 EGM are set out in the Composite Document dated 5 July 2025.
 - 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
 - iv. The address of the registered office and principal place of business 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
- (H) References to dates and times in this notice are to Hong Kong dates and times.

* *For identification purposes only.*