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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 5 JUNE 2024**

References are made to the circular of the Company dated 16 May 2024 (the “**Circular**”) and the supplemental circular of the Company dated 22 May 2024 (the “**Supplemental Circular**”) (collectively, the “**Circulars**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circulars.

The Company is pleased to announce that the AGM was held at 2nd Floor, Fengxiang Gufen Building, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC on Wednesday, 5 June 2024.

RESULTS OF THE AGM

As at the date of the AGM, the total number of issued Shares of the Company was 1,582,618,000, comprising 1,045,000,000 Domestic Shares and 537,618,000 H Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM.

Shareholders and authorised proxies who attended the AGM held an aggregate of 1,131,481,619 Shares with voting rights, representing approximately 71.49% of the entire issued Shares as at the date of AGM. There was no restriction on any Shareholders casting votes on the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions proposed at the AGM pursuant to Rule 13.40 of the Listing Rules. No person has indicated in the Circulars his/her/its intention to abstain from voting on or to vote against the resolutions proposed at the AGM. Pursuant to Rule 17.05A of the Listing Rules, the trustee holding unvested shares of a share scheme, whether directly

or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. Nevertheless, pursuant to the respective Trust Deeds, the Trustee shall not exercise the voting rights attached to the H Shares held by them.

The holding of the AGM is in compliance with the requirements of the PRC Company Law and the Articles of Association. Mr. Zhu Lingjie, the chairman of the Board of Directors and the non-executive Director, presided over the AGM. All Directors attended the AGM in person or by electronic means. Two Shareholder representatives and a Supervisor representative of the Company, lawyer from Fangda Partners and a representative from Computershare Hong Kong Investor Services Limited (the H share registrar of the Company) jointly acted as the vote counters and scrutineers for the vote-taking and vote-calculating at the AGM.

The poll results of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
1	To consider and approve the report of the Board of Directors for the year ended 31 December 2023.	1,131,481,619 (100%)	0 (0%)	0 (0%)
2	To consider and approve the report of the Board of Supervisors for the year ended 31 December 2023.	1,131,481,619 (100%)	0 (0%)	0 (0%)
3	To consider and approve the audited consolidated financial statements of the Group and independent auditor's report for the year ended 31 December 2023.	1,131,481,619 (100%)	0 (0%)	0 (0%)
4	To consider and approve the profit distribution plan for the year 2023.	1,131,481,619 (100%)	0 (0%)	0 (0%)
5	To re-appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the domestic and overseas auditors of the Company, and to authorise the Board of Directors to fix its remuneration.	1,131,481,619 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
6	<p>To consider and approve the proposed amendments to the Articles of Association:</p> <p>“THAT:</p> <p>(a) the proposed amendments to the Articles of Association (details of which are set out in “Appendix I — Proposed Amendments to the Articles of Association” in the Circular), be and are hereby approved and confirmed; and</p> <p>(b) any one or more Directors, the secretary of the Board of Directors and their 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 proposed amendments to the Articles of Association and any of the foregoing.”</p>	1,131,481,619 (100%)	0 (0%)	0 (0%)
7	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 Circular).	1,131,481,619 (100%)	0 (0%)	0 (0%)
8	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 Circular).	1,131,481,619 (100%)	0 (0%)	0 (0%)
9	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 Circular).	1,131,481,619 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
10	To consider and approve the grant of a general mandate to the Board of Directors to issue shares of the Company.	1,131,481,619 (100%)	0 (0%)	0 (0%)
11	<p>To consider and approve the proposed amendments to the 2021 SAS:</p> <p>“THAT:</p> <p>(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);</p> <p>(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;</p> <p>(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</p> <p>(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.”</p>	1,131,481,619 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
12	<p>To consider and approve the proposed amendments to the 2023 SAS:</p> <p>“THAT:</p> <p>(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);</p> <p>(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;</p> <p>(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</p> <p>(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.”</p>	<p>1,131,481,619 (100%)</p>	<p>0 (0%)</p>	<p>0 (0%)</p>

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
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.	1,131,481,619 (100%)	0 (0%)	0 (0%)

As more than half of the votes were cast in favour of resolutions (1) to (5), the above ordinary resolutions (1) to (5) were duly passed at the AGM, and as more than two thirds of the votes were cast in favour of resolutions (6) to (13), the above special resolutions (6) to (13) were duly passed at the AGM.

Save as the above resolutions, the Company has not received any proposal put forward at the AGM by any Shareholders holding more than 3% of the total issued Shares of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles Amendments have been approved by the Shareholders at the AGM by way of a special resolution and will take effect subject to the implementation of the new PRC Company Law becoming effective, except for the amendments regarding the change in business scope of the Company in the Articles of Association, which has taken effect upon the relevant resolution being approved at the AGM. Details of the Articles Amendments are contained in “Appendix I — Proposed Amendments to the Articles of Association” in the Circular.

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

Shandong, the PRC, 5 June 2024

As at the date of this announcement, 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.