



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)

PROXY FORM

For the 2023 First H Share Class Meeting

to be held on 18 January 2023 and any adjournment thereof

I/We (Note 1) \_\_\_\_\_ of (Note 2) \_\_\_\_\_ being the registered holder(s) of (Note 3) \_\_\_\_\_ H shares of RMB1.00 each in the share capital of Shandong Fengxiang Co., Ltd. (the "Company") hereby appoint the Chairman of the meeting (Note 4) or

of (Note 2) \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the H share class meeting of the holders of H shares of the Company (the "H Share Class Meeting") to 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) and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the H Share Class Meeting, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR (Note 5)	AGAINST (Note 5)	ABSTAIN (Note 5)
1.	<p>(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</p> <p>(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.</p>			

Date (Note 6): \_\_\_\_\_ 2022/2023

Signature(s) (Note 6): \_\_\_\_\_

*Notes:*

1. Please insert full name(s) in **BLOCK CAPITALS**.
2. Please insert full address(es) in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
4. If a proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the full name(s) and address(es) of the proxy (proxies) desired in the space provided. A member may appoint one or more proxies to attend and vote at the meeting in his stead. A proxy needs not be a shareholder of the Company but must attend the H Share Class Meeting in person to represent you. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes made to this proxy form must be initialed by the person who signs it.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “ABSTAIN”.** The shares abstained will be counted in the calculation of the required majority. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any resolution properly put to the H Share Class Meeting other than those referred to in the Notice of H Share Class Meeting.
6. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorised to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the H Share Class Meeting, either in person or by proxy.
7. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be completed and 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, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the H Share Class Meeting (i.e. not later than 9:00 a.m. on Tuesday, 17 January 2023) or the adjourned meeting (as the case may be).
8. Please refer to the composite document dated 28 December 2022 for details of the above resolution to be proposed at the H Share Class Meeting for consideration and approval.
9. Completion and return of this proxy form do not affect your right to attend and vote at the H Share Class Meeting in person.
10. References to time and dates in this proxy form are to Hong Kong time and dates.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the H Share Class Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, PRC or by email to fovofoods@fengxiang.com.