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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 28 MAY 2021;
CHANGE OF OVERSEAS AUDITOR;
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
APPOINTMENT OF SHAREHOLDERS REPRESENTATIVE
SUPERVISOR; AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Shandong Fengxiang Co., Ltd. (the “**Company**”) is pleased to announce that the annual general meeting of the Company (the “**AGM**”) was held at 3rd Floor, GMK Building, Xiangguang ECO-Industrial Park, Yanggu County, Liaocheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) on Friday, 28 May 2021 at 9:30 a.m..

Reference is made to the circular of the Company dated 23 April 2021 (the “**Circular**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

As at the date of the AGM, the total number of issued Shares of the Company was 1,400,000,000, comprising 1,045,000,000 Domestic Shares and 355,000,000 H Shares, which was the total number of shares entitling the Shareholders to attend and vote for or against any of the resolutions proposed at the AGM.

Shareholders and authorised proxies who attended the AGM held an aggregate of 1,047,459,000 Shares with voting rights, representing approximately 74.82% of the entire issued Shares of the Company as at the date of AGM. There was no restriction on any Shareholders casting votes on any of the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolutions proposed at the AGM pursuant to Rule 13.40 of the Listing Rules. No party has stated his/her/its intention in the Circular that he/she/it would vote against the proposed resolutions or that he/she/it would abstain from voting on any of the resolutions at the AGM.

The holding of the AGM is in compliance with the requirements of the Company Law of the PRC and the Articles of Association. Mr. Liu Xuejing, the non-executive Director, presided over the AGM. Two Shareholder representatives and a Supervisor representative of the Company, lawyer from Junhe LLP 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 2020.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To consider and approve the report of the Board of Supervisors for the year ended 31 December 2020.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the audited consolidated financial statements of the Group and independent auditor's report for the year ended 31 December 2020.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To consider and approve the profit distribution plan for 2020.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To re-appoint BDO China SHU LUN PAN Certified Public Accountants LLP ("BDO China") as the domestic auditor of the Company and appoint BDO China as the overseas auditor of the Company, and to authorise the Board of Directors to fix its remuneration.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
6.	To consider and approve the appointment of independent non-executive Director.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7.	To consider and approve the appointment of Shareholders representative Supervisor.	1,047,363,000 (99.990835%)	96,000 (0.009165%)	0 (0.000000%)
Special Resolution		Number of votes (%)		
		For	Against	Abstain
8.	(a) To consider and approve the amendments to the Articles of Association (details of which are set out in “Proposed Amendments to the Articles of Association” in Appendix I to the Circular) (the “Articles Amendments”); and (b) any one or more Directors, the secretary of the Board of Directors and its 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 Articles Amendments and any of the foregoing.	1,047,459,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As more than half of the votes were cast in favour of resolutions (1) to (7), the above ordinary resolutions (1) to (7) were duly passed at the AGM, and as more than two thirds of the votes were cast in favour of resolution (8), the above special resolution (8) was duly passed at the AGM.

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

UPDATE ON THE PROPOSED CHANGE OF OVERSEAS AUDITOR

Reference is made to the announcement of the Company dated 19 April 2021 in relation to, among other things, the proposed change of overseas auditor of the Company.

As disclosed in the Circular, the Board of Directors resolved to propose to appoint BDO China as overseas auditor of the Company for the audit of annual financial statements for the year ending 31 December 2021 following the retirement of BDO Limited. Following the passing of ordinary resolution no. 5 at the AGM, BDO China has been appointed as the overseas auditor of the Company with effect from the conclusion of the AGM and shall hold office until the conclusion of the next annual general meeting of the Company.

UPDATE ON THE PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 19 April 2021 in relation to, among other things, the proposed appointment of an independent non-executive Director.

The Board of Directors is pleased to announce that Ms. Zhao Yinglin (“**Ms. Zhao**”) has been appointed as an independent non-executive Director as approved by the Shareholders at the AGM by way of an ordinary resolution. Following the appointment of Ms. Zhao as an independent non-executive Director, Ms. Zhao will be appointed as a member of the audit committee and the nomination committee of the Company.

The term of office of Ms. Zhao as an independent non-executive Director shall be not more than three years commencing from the date of approval of her appointment by the Shareholders until the expiry of the fourth session of the Board of Directors. The Company will enter into a letter of appointment with Ms. Zhao and she will be entitled to a director’s fee of HK\$300,000 per annum which was determined by the remuneration committee of the Company with reference to her duties and responsibilities in the Company and the market benchmark.

Please refer to Appendix II to the Circular for the biographical details of Ms. Zhao. The Company confirmed that there is no change in the biographical details of Ms. Zhao between the publication date of the Circular and the date of this announcement.

Ms. Zhao has confirmed that, save as disclosed in her biographical details, as at the date of this announcement, she (i) has not held any directorships in other listed companies nor held any positions in the group members of the Company in last three years; (ii) has no relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) does not have any equity interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there is no other information relating to the appointment of Ms. Zhao that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board of Directors would like to welcome Ms. Zhao as a member of the Board of Directors.

UPDATE ON THE PROPOSED APPOINTMENT OF SHAREHOLDERS REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated 31 March 2021 in relation to, among other things, the proposed appointment of a Shareholders representative Supervisor.

The Board of Directors is pleased to announce that Mr. Zhang Jun (“**Mr. Zhang**”) has been appointed as a Shareholder representative Supervisor as approved by the Shareholders at the AGM by way of an ordinary resolution. Following the appointment of a Shareholder representative Supervisor of the Company, Mr. Zhang will also be appointed as the chairman of the Board of Supervisors.

The term of office of Mr. Zhang as a Shareholders representative Supervisor shall commence from the date of approval of his appointment by the Shareholders until the expiry of the term of office of the fourth session of the Board of Supervisors. The Company will enter into a service contract with Mr. Zhang and he will not receive any remuneration during his term of office as a Shareholders representative Supervisor.

Please refer to Appendix II to the Circular for the biographical details of Mr. Zhang. The Company confirmed that there is no change in the biographical details of Mr. Zhang between the publication date of the Circular and the date of this announcement.

Mr. Zhang confirms that, save as disclosed in his biographical details, as at the date of this announcement, (i) he has not held any directorships in other listed companies nor held any positions in the group members of the Company in last three years; (ii) he has no relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) he does not have any equity interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there is no other information relating to the appointment of Mr. Zhang that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board of Supervisors would like to welcome Mr. Zhang for his joining.

UPDATE ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 19 April 2021, in relation to, among other things, the Articles Amendments. The Articles Amendments have been approved by the Shareholders at the AGM by way of a special resolution. Details of the Articles Amendments are contained in Appendix I to the Circular.

For the full text of the amended Articles of Association of the Company, please refer to the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.fengxiang.com>). Shareholders should be aware that the Articles of Association are written in Chinese. The English version is an unofficial translation of its Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

By Order of the Board of Directors
Shandong Fengxiang Co., Ltd.
Liu Zhiguang
Chairman

Shandong, the PRC, 28 May 2021

As at the date of this announcement, the Board of Directors comprises Mr. Liu Zhiguang, Mr. Xiao Dongsheng and Mr. Wang Jinsheng as executive Directors, Mr. Liu Xuejing, Mr. Zhang Chuanli and Mr. Ow Weng Cheong as non-executive Directors, and Mr. Guo Tianyong, Mr. Chung Wai Man and Ms. Zhao Yinglin as independent non-executive Directors.