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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 2020 THIRD EXTRAORDINARY GENERAL MEETING HELD ON 13 NOVEMBER 2020

Shandong Fengxiang Co., Ltd. (the “**Company**”) is pleased to announce that the 2020 third extraordinary general meeting (the “**EGM**”) was held at 3rd Floor, GMK Building, Xiangguang ECO-Industrial Park, Yanggu County, Liaocheng City, Shandong Province, the People's Republic of China on Friday, 13 November 2020 at 9:00 a.m.

Reference is made to the circular (the “**Circular**”) of the Company dated 30 September 2020. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular. As at the date of the EGM, 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 EGM.

Shareholders and authorised proxies who attended the EGM held an aggregate of 1,069,741,000 Shares with voting rights, representing approximately 76.41% of the entire issued share capital of the Company as at the date of the EGM. GMK Holdings and its associates (holding 1,045,000,000 Domestic Shares in total, representing approximately 74.64% of the total issued share capital of the Company) were required to abstain from voting on resolution (1). Save as disclosed above, there was no restriction on any Shareholders casting votes on the proposed resolutions at the EGM.

There was no shares entitling the Shareholders to attend and vote only against the resolutions proposed at the EGM. Save for GMK Holdings and its associates who were required to abstain from voting on resolution (1), no party has stated its intention in the Circular that it would vote against the proposed resolutions or that it would abstain from voting at the EGM.

The holding of the EGM is in compliance with the requirements of the Company Law of the PRC and the Articles of Association. Mr. Liu Zhiguang, executive Director and the chairman of the Board of Directors, presided over the EGM. Shareholder representatives and a supervisor representative of the Company, lawyer from JunHe LLP and representative of Computershare Hong Kong Investor Services Limited (the H Share Registrar of the Company) jointly acted as the vote counters and scrutineers for the voting at the EGM.

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

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	<p>(a) the execution of the Deposit Service Framework Agreement and its proposed annual caps (as defined and described in the Circular) be and are hereby confirmed, ratified and approved and the transactions contemplated thereunder be and are hereby approved; and</p> <p>(b) any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the Deposit Service Framework Agreement and its proposed annual caps and completing the transactions contemplated thereunder.</p>	23,567,000 (95.254840%)	1,174,000 (4.745160%)	1,045,000,000 ⁽¹⁾
2.	To consider and approve the following candidates as directors of the fourth session of the board of directors with a term of three years commencing from the conclusion of the EGM and the board of directors be authorised to fix their remuneration:			
	(a) to consider and approve the re-election of Liu Zhiguang as an executive director of the fourth session of the board of directors;	1,069,501,000 (99.977565%)	240,000 (0.022435%)	0
	(b) to consider and approve the re-election of Xiao Dongsheng as an executive director of the fourth session of the board of directors;	1,069,741,000 (100.000000%)	0 (0.000000%)	0
	(c) to consider and approve the re-election of Ow Weng Cheong as an executive director of the fourth session of the board of directors;	1,069,741,000 (100.000000%)	0 (0.000000%)	0
	(d) to consider and approve the re-election of Wang Jinsheng as an executive director of the fourth session of the board of directors;	1,069,741,000 (100.000000%)	0 (0.000000%)	0

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
(e)	to consider and approve the re-election of Liu Xuejing as a non-executive director of the fourth session of the board of directors;	1,069,741,000 (100.000000%)	0 (0.000000%)	0
(f)	to consider and approve the re-election of Zhang Chuanli as a non-executive director of the fourth session of the board of directors;	1,069,741,000 (100.000000%)	0 (0.000000%)	0
(g)	to consider and approve the re-election of Guo Tianyong as an independent non-executive director of the fourth session of the board of directors;	1,069,501,000 (99.977565%)	240,000 (0.022435%)	0
(h)	to consider and approve the re-election of Zhang Ye as an independent non-executive director of the fourth session of the board of directors; and	1,069,741,000 (100.000000%)	0 (0.000000%)	0
(i)	to consider and approve the re-election of Chung Wai Man as an independent non-executive director of the fourth session of the board of directors.	1,069,741,000 (100.000000%)	0 (0.000000%)	0
3.	To consider and approve the following candidates as shareholder representative supervisors of the fourth session of the board of supervisors with a term of three years commencing from the conclusion of the EGM:			
(a)	to consider and approve the re-election of Kong Xiangwei as a shareholder representative supervisor of the fourth session of the board of supervisors; and	1,069,501,000 (99.977565%)	240,000 (0.022435%)	0
(b)	to consider and approve the re-election of Chen Dehe as a shareholder representative supervisor of the fourth session of the board of supervisors.	1,069,741,000 (100.000000%)	0 (0.000000%)	0
Special Resolution		Number of votes (%)		
		For	Against	Abstain
4.	(a) the proposed amendments to the articles of association of the Company (details of which are set out in “Proposed Amendments to the Articles of Association” in Appendix IV to the Circular), be and are hereby approved and confirmed; and	1,069,741,000 (100.000000%)	0 (0.000000%)	0
	(b) any one or more directors of the Company, 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.			

Note:

- (1) As stated in the Circular, GMK Holdings and its associates (as defined in the Listing Rules) who were interested in, controlled and were entitled to exercise control an aggregate 1,045,000,000 Domestic Shares, representing approximately 74.64% of the total issued share capital of the Company as at the date of the EGM, have abstained from voting on resolution (1). Pursuant to the Articles of Association, any abstained vote shall be disregarded for the purpose of calculating the voting results of the resolution.

As more than half of the votes were cast in favour of resolutions (1) to (3), the above ordinary resolutions (1) to (3) were duly passed at the EGM, and as more than two thirds of the votes were cast in favour of resolution (4), the above special resolution (4) was duly passed at the EGM.

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.

ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Reference is made to the announcement of the Company dated 31 August 2020, in relation to, among other things, the re-election and appointment of Directors of the fourth session of the Board of Directors.

The Board of Directors is pleased to announce that Mr. Liu Zhiguang, Mr. Xiao Dongsheng, Mr. Ow Weng Cheong, Mr. Wang Jinsheng, Mr. Liu Xuejing, Mr. Zhang Chuanli, Mr. Guo Tianyong, Mr. Zhang Ye and Mr. Chung Wai Man, members of the third session of the Board of Directors, have been re-elected as Directors of the fourth session of the Board of Directors as approved by the Shareholders at the EGM by way of an ordinary resolution.

The Directors shall serve a term of office of three years commencing from 13 November 2020, the date of approval at the EGM. Please refer to Appendix II to the Circular for the biographical details of the Directors. Save as disclosed in Appendix I to the Circular, each of the Directors did not hold any Shares in the Company as at the date of this announcement.

Independent non-executive Directors will receive remunerations from the Company. The Company will pay HK\$300,000 per annum to each independent non-executive Director. The executive Directors with other employment positions at the Company, namely Mr. Xiao Dongsheng, Mr. Ow Weng Cheong and Mr. Wang Jinsheng, based on their positions and in accordance with the Company's remuneration policy, receive remunerations from the Company. Except for the independent non-executive Directors and executive Directors with other employment positions at the Company, other Directors do not receive any remuneration from the Company.

Each of the Directors has confirmed that, save as disclosed in the Circular and as disclosed above, as at the date of this announcement, there is no information in relation to the Directors which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to their appointments that need to be brought to the attention of the Shareholders.

ELECTION OF SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

Reference is made to the announcement of the Company dated 31 August 2020 and 13 November 2020, in relation to, among other things, the re-election and appointment of shareholders representative Supervisors and employees representative Supervisor of the third session of the Board of Supervisors, respectively.

The Board of Directors is pleased to announce that Mr. Kong Xiangwei and Mr. Chen Dehe, the shareholders representative Supervisors of the third session of the Board of Supervisors, have been re-elected as Supervisors of the fourth session of the Board of Supervisors as approved by the Shareholders at the EGM by way of an ordinary resolution.

The Board of Directors is also pleased to announce that Ms. Lian Xianmin, the employees representative Supervisor of the third session of the Board of Supervisors, has been re-elected as employees representative Supervisor of the fourth session of the Board of Supervisors at the employees representative meeting held on 13 November 2020. Please refer to the Company's announcement dated 13 November 2020 for details of Ms. Lian's re-election and appointment.

Each of the Supervisors shall serve a term of office of three years, commencing from 13 November 2020, the date of approval at the EGM. Please refer to Appendix III to the Circular for the biographical details of Mr. Kong and Mr. Chen and the Company's announcement dated 13 November 2020 for the biographical details of Ms. Lian. Save as disclosed in Appendix I to the Circular, each of the Supervisors did not hold any Shares in the Company as at the date of this announcement. Mr. Kong and Mr. Chen do not receive any remuneration from the Company. Ms. Lian, with other employment positions at the Company, based on her position and in accordance with the Company's remuneration policy, receives remunerations from the Company. The Company will disclose the remunerations of Ms. Lian in its annual report.

Each of the Supervisors has confirmed that, save as disclosed in the Circular and as disclosed above, as at the date of this announcement, there is no information in relation to the Supervisors which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to their appointments that need to be brought to the attention of the Shareholders.

UPDATE ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 31 August 2020, in relation to, among other things, the Articles Amendments. The Articles Amendments have been approved by the Shareholders at the EGM by way of a special resolution. Details of the Articles Amendments are set out in Appendix IV to the Circular. The Company will apply for a new business licence which will state the revised business scope of the Company.

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

Shandong, the PRC, 13 November 2020

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