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凤祥食品

山東鳳祥股份有限公司

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This announcement is made by Shandong Fengxiang Co., Ltd. (the “”) pursuant to Rule 2.1 of the Code on Takeovers and Mergers and Share Buy-backs (the “”) issued by the Securities and Futures Commission of Hong Kong.

Reference is made to the announcements of the Company dated 20 September 2022 and 26 September 2022 in relation to the judicial auction of shares held by the Controlling Shareholders, and the joint announcement dated 28 October 2022 published by the Company and Falcon Holding LP in relation to, among other things, the Offers (the “”). Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that, with the approval of the Independent Board Committee, Gram Capital Limited (“”), a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity as defined under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offers and the Delisting Resolution. The letter of advice from Gram Capital in respect of the Offers and the Delisting Resolution will be included in the Composite Document to be despatched to the Shareholders in due course and in accordance with the Takeovers Code.

The Offers may or may not be made as they are subject to the completion of the Acquisition which in turn is subject to the satisfaction of the Acquisition Conditions/ Transfer Procedures. Shareholders and potential investors are advised to exercise extreme caution when dealing in securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the board of directors

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Shandong, the PRC, 15 November 2022

A *h*, *r r r h* *r* Mr. L *h*, Mr.  
D, M. *h* J Mr. L *r r*; Mr. L Mr. *h*  
C - *r r*; Mr. G *h*, M. *h* Mr. C M  
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