

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



FUGUINIAO CO., LTD.
富貴鳥股份有限公司

(A joint stock company established in the People's Republic of China with limited liability)
(Stock Code: 1819)

MODIFIED RESUMPTION CONDITIONS

This announcement is made by Fuguiniao Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the announcement of the Company dated 31 August 2016 in relation to, among others, the suspension of trading in the shares of the Company; (ii) the announcement of the Company dated 11 April 2017 (the “**11 April 2017 Announcement**”) in relation to, among others, the audit issue raised by KPMG; (iii) the announcement of the Company dated 18 May 2017 in relation to the conditions for resumption of trading of the shares of the Company (the “**Resumption Conditions**”) imposed on the Company by the Stock Exchange; (iv) the announcement of the Company dated 22 March 2018 in relation to the “Notice of Investigation” the Company received from China Securities Regulatory Commission (the “**CSRC Investigation**”) and (v) the announcement of the Company dated 18 May 2018 in relation to the “Decision of Issuance of Warning Letter to Fuguiniao Co., Ltd.” (the “**Decision**”) the Company received from China Securities Regulatory Commission Fujian Bureau (the “**CSRC Fujian Bureau**”).

The Company received a letter dated 29 June 2018 from the Stock Exchange, in which the Stock Exchange has decided to modify the Resumption Conditions (the “**Modified Resumption Conditions**”) as below:

- (a) publish all outstanding financial results and address any audit qualifications;

- (b) conduct a forensic investigation into the following matters, announce the findings and take appropriate remedial actions:
 - (i) the audit issue raised by KPMG;
 - (ii) the finds identified by Elite Partners Risk Advisory Services Limited in the draft investigation report of 3 October 2016 the Company submitted to the Stock Exchange;
 - (iii) the findings set out in Guotai Junan Securities Co., Ltd.'s reports published on 12 February, 16 March and 20 April 2018; and
 - (iv) the matters give rise to the CSRC Investigation and the Decision issued by CSRC Fujian Bureau.
- (c) clarify, address and take appropriate actions on the matters raised by KPMG in the Company's announcement of 11 April 2017;
- (d) demonstrate that there is no reasonable regulatory concern about management integrity;
- (e) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules; and
- (f) announce all material information for the Company's shareholders and other investors to appraise the Company's position.

The Stock Exchange may modify the Modified Resumption Conditions and/or impose further conditions if the situation changes.

The Company will use its best endeavours to satisfy the Modified Resumption Conditions and make further announcement(s) of any material development on the above matter as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 September 2016 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Fuguiniao Co., Ltd.
Lam Wo Ping
Chairman

Hong Kong, 4 July 2018

As at the date of this announcement, the executive Directors are Mr. Lam Wo Ping, Mr. Lam Wing Ho and Mr. Xu Yukun; and the independent non-executive Directors are Mr. Wang Zhiqiang and Mr. Cheung Ming Hung.