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福建諾奇股份有限公司

Fujian Nuoqi Co., Ltd.

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 1353)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Fujian Nuoqi Co., Ltd. (the “**Company**”) will be held at Conference Room, 6/F, No. 55 Chongwen Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, the People’s Republic of China on 6 August 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the sale and agreement dated 16 April 2019 (the “**Sale and Purchase Agreement**”), a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification and entered into among (i) the Company as vendor, and (ii) 泉州市鑫浩瀚品牌管理有限公司 (Quanzhou Xin Hao Han Brand Management Co., Ltd.*) as purchaser, in relation to the proposed disposal by the Company of the property comprises a 9-storey workshop and a 6-storey dormitory with a total gross floor area of approximately 26,220.69 square meters (collectively, the erected on a parcel of land with a site area of approximately 23,104.10 square meters located at Quanzhou Economic and Technological Development Zone, Quanzhou City, Fujian Province, the People’s Republic of China (the “**Property**”) for a total cash consideration of RMB50,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* for identification purpose only

- (b) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement, the disposal of the Property or any transactions contemplated thereunder.”

For and on behalf of
Fujian Nuoqi Co., Ltd.
Xu Hai Ying
Chairman

Hong Kong, 21 June 2019

Notes:

1. Shareholders who intend to attend the EGM in person or by proxy should deposit the reply slip at the Company's registered office in the PRC at No. 55 Chongwen Road, Economic and Technical Development Zone, Quanzhou, Fujian province, PRC at least 20 days before the EGM, i.e. no later than 17 July 2019.
2. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether such person is a Shareholder of the Company or not) as his proxy or proxies to attend and vote on his behalf.
3. In order to be valid, the proxy form together with the notarised power of attorney and other authorisation documents, if any, must be lodged at 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 or the Company's registered office in the PRC at No. 55 Chongwen Road, Economic and Technical Development Zone, Quanzhou, Fujian province, PRC for holders of Domestic Shares at least 24 hours prior to the EGM (i.e. not later than 2:00 p.m. on 5 August 2019, Hong Kong time) for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time.
4. If the proxy is a legal person, its legal representative or any representative authorised by its board or by other decision-making body shall attend the EGM on its behalf. If the shareholder is a recognised clearing house (or its agent), the Shareholder may authorise one or more suitable persons to act as its representative at the above meeting; however, if more than one person are authorised, the proxy form shall clearly indicate the number and types of shares each person is authorised to represent. The persons after such authorisation may represent the recognised clearing house (or its agent) to exercise the rights, as if they were the individual Shareholders of the Company.
5. A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the above meeting.
6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 8 July 2019 to 6 August 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, holders of H Shares whose transfer have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 5 July 2019.

7. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the EGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. As required under the Listing Rules, the above resolutions will be decided by way of poll, except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by show of hands.
9. The form of proxy for use at the EGM is enclosed herewith.

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Xu Hai Ying and Mr. Sit Hon Wing, one non-executive Director, namely Mr. Han Huiyuan, and three independent non-executive Directors, namely Mr. Chan Ming Sun Jonathan, Mr. Lee Chi Hwa Joshua and Mr. Mak Yiu Tong.