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**N&Q**

**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 Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, the People's Republic of China on Friday, 15 November 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as special resolution of the Company:

### **SPECIAL RESOLUTION**

1. To consider and approve the amendments to the articles of association of the Company as set out in the Company's circular dated 30 September 2019.

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

*Chairman and Executive Director*

Hong Kong, 30 September 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 26 October 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 14 November 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 recognized 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 17 October 2019 to 15 November 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 16 October 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the above resolution 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 notice, 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.*