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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “Board”) of Fujian Nuoqi Co., Ltd. (the “Company”) hereby announces the proposed amendments to the Company’s articles of association (the “Articles of Association”).

According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on the notice period of the general meeting, shareholders’ proposal right and convening procedures for joint stock companies incorporated in the People’s Republic of China (“PRC”) and listed overseas shall be governed by the relevant provisions under the Company Law of the PRC, instead of the provisions under the Articles 20 to 22 of the Special Provisions of the State Council on Overseas Share Raising and Listing of Joint Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Accordingly, the Company proposes to amend the relevant provisions in the Articles of Association as follows:

Original articles	Amended articles
<p>Article 73 When the Company is to hold a shareholders’ general meeting, it shall give a written notice 45 days prior to the meeting, informing all the registered shareholders of the matters to be deliberated at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders’ general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company regarding the proposed attendance.</p> <p>The date of the meeting shall not be included when the Company calculates the starting date.</p>	<p>Article 73 When the Company is to hold an annual shareholders’ general meeting, it shall notify the shareholders of the time and venue of the meeting, and the matters to be considered 20 days prior to the meeting; and the Company shall notify the shareholders 15 days prior to an extraordinary shareholders’ general meeting.</p> <p>The date of the meeting shall not be included when the Company calculates the starting date.</p>

Original articles	Amended articles
<p>Article 74 Based on the written replies received 20 days prior to a shareholders' general meeting, the Company shall calculate the number of shares carrying voting rights of the shareholders intending to attend the meeting. The Company may convene the shareholders' general meeting if the number of the shares carrying voting rights of the shareholders who propose to attend is more than half of the total number of shares carrying voting rights of the Company. If the requirement is not met, the Company shall publish an announcement containing the proposed agenda, date and place of the meeting within 5 days to re-notify the shareholders of the meeting. The Company may convene the shareholders' general meeting after having published the announcement. No matters other than those set out in the notice to convene any extraordinary general meeting shall be determined.</p>	<p>Article 74 Matters which are not included in the notices set out in Articles 73 herein shall not be resolved at the shareholders' general meeting.</p>
<p>Article 80 The notice of a shareholders' general meeting shall be delivered to shareholders (whether or not entitled to vote thereat) by personal delivery or mail postage prepaid to the recipients address shown in the register of members. By the means accepted by the relevant regulatory authorities at the place of listing, the notice of a shareholders' general meeting may be given through an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the one or more national newspapers designated by the securities regulatory authority during the period between 45 and 50 days prior to the meeting. Once the announcement is made, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Article 80 The notice of a shareholders' general meeting shall be delivered to shareholders (whether or not entitled to vote thereat) by personal delivery or mail postage prepaid to the recipients address shown in the register of members. By the means accepted by the relevant regulatory authorities at the place of listing, the notice of a shareholders' general meeting may be given through an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the one or more national newspapers designated by the securities regulatory authority during the period between 20 and 25 days prior to an annual shareholders' general meeting and between 15 to 20 days prior to an extraordinary shareholder's general meeting. Once the announcement is made, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

Original articles	Amended articles
<p>Article 136 A written notice convening a class meeting shall be given 45 days before its convention, to notify shareholders whose names appear in the register of members for such class shares of the matters proposed to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve a written reply to the Company 20 days prior to the date of the meeting. The day of the meeting shall not be included when counting the day.</p> <p>In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting reaches 1/2 or more of the total class shares with voting rights at the meeting, the Company may convene the class meeting; otherwise, the Company shall within 5 days notify the shareholders, again by way of public announcement, of the matters to be considered and the date and place of the meeting. The Company may then proceed to hold the meeting. If there is any requirement by the laws and regulations in the jurisdiction where the shares of the Company are listed, such requirements shall apply.</p>	<p>Article 136 A written notice convening a class meeting shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting. Written notice shall notify the registered shareholders of such class of the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>If there is any requirement by the laws and regulations in the jurisdiction where the shares of the Company are listed, such requirements shall apply.</p>

The above proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at an extraordinary general meeting of the Company to be held on 30 March 2020 (the “EGM”), and shall take effect on the date of passing the relevant resolution at the EGM. Prior to the passing of the relevant resolution at the EGM, the current Articles of Association shall remain effective. For further details of the proposed amendments to the Articles of Association, please refer to the circular of the Company dated 11 February 2020.

The Proposed Amendments have been prepared in both Chinese and English. In the event of any discrepancy in the context, the Chinese version shall prevail.

By Order of the Board
Fujian Nuoqi Co., Ltd.
Xu Haiying
Chairman and Executive Director

Hong Kong, 11 February 2020

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Xu Haiying 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.