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If you have sold or transferred all your shares in Fujian Nuoqi Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless the context otherwise requires, all capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular.

A letter from the Board is set out from pages 2 to 6 of this circular.

A notice convening the EGM to be held at Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, the PRC on Monday, 30 March 2020, at 2:00 p.m. (Hong Kong time) is set out on pages 7 to 8 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Tuesday, 10 March 2020 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be) (i.e. not later than 2:00 p.m. on Sunday, 29 March 2020, Hong Kong time) to the Company's H share registrar, 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 to the Company's registered office in the PRC at Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, the PRC (for holders of Domestic Shares). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

11 February 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EXTRAORDINARY GENERAL MEETING	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Fujian Nuoqi Co., Ltd. (a joint stock limited liability company incorporated in the People’s Republic of China), the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	the domestic invested share(s) in the share capital of the Company with a nominal value of RMB0.20 each, which are held in RMB
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of approving the proposed amendments to the Articles of Association
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.20 each, all of which are listed on the Main Board of the Stock Exchange and traded in HK\$
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 February 2020, being the latest practicable date prior to the despatch of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Haiying

Mr. Sit Hon Wong

Non-executive Director:

Mr. Han Huiyuan

Independent non-executive Directors:

Mr. Chan Ming Sun Jonathan

Mr. Lee Chi Hwa Joshua

Mr. Mak Yiu Tong

*Registered office and principal place
of business in the PRC:*

Room 2602, Block 5

Jialong Shangdu, Jitai Road

Economic and Technical Development Zone

Quanzhou, Fujian province, the PRC

Principal place of business in Hong Kong:

Rooms 2501–2509

25/F Shui On Centre

6–8 Harbour Road, Wanchai

Hong Kong

11 February 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with (i) details of the proposed amendments to the Articles of Association; and (ii) the notice of the EGM.

II. PROPOSED AMENDMENTS TO 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 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

LETTER FROM THE BOARD

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>
<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.</p> <p>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>

LETTER FROM THE BOARD

Original articles	Amended articles
<p data-bbox="268 257 914 591">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 data-bbox="268 634 914 925">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 data-bbox="938 257 1393 740">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 data-bbox="938 783 1393 1336">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>

LETTER FROM THE BOARD

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 proposal on the amendments has been considered and approved by the Board. The Board will propose a special resolution at the EGM to approve the amendments to the Articles of Association.

III. EGM

A notice convening the EGM to be held at Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, the PRC on Monday, 30 March 2020 at 2:00 p.m. is set out on pages 7 to 8 of this circular for the purpose of considering and, if thought fit, passing the special resolution in relation to the proposed amendments to the Articles of Association by way of poll. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H

LETTER FROM THE BOARD

Shares) or to the Company's registered office in the PRC at Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, PRC (for holders of Domestic Shares).

Completion and return of the form of proxy will not preclude you from attending the EGM and/or the Class Meetings and voting in person if you so wish.

IV. RECOMMENDATIONS

The Board considers that the special resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favour of the special resolution to approve the proposed amendments of the Articles of Association.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement in this circular misleading.

For and on behalf of
Fujian Nuoqi Co., Ltd.
Xu Haiying
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 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 Monday, 30 March 2020 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 11 February 2020.

For and on behalf of
Fujian Nuoqi Co., Ltd.

Xu Haiying

Chairman and Executive Director

Hong Kong, 11 February 2020

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 Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian province, the PRC at least 20 days before the EGM, i.e. no later than 10 March 2020.
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 Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian province, the PRC for holders of Domestic Shares at least 24 hours prior to the EGM (i.e. not later than 2:00 p.m. on 29 March 2020, 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 1 March 2020 to 30 March 2020, 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 28 February 2020.
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 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.