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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)**

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED RE-ELECTION OF SUPERVISORS;  
(4) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the Annual General Meeting to be held at Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian Province, the PRC on Friday, 12 June 2020 at 2:00 p.m. is set out in this circular and the form of proxy is also enclosed hereto. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it 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), as soon as possible and in any event not later than 24 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

27 April 2020

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix — Details of the proposed Directors and Supervisors</b> .....	7
<b>Notice of Annual General Meeting</b> .....	10

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Room 2602, Block 5, Jialong Shangdu, Jitai Road, Economic and Technical Development Zone, Quanzhou, Fujian province, the PRC on Friday, 12 June 2020 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of which is set out on pages 10 to 16 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	Fujian Nuoqi Co., Ltd. (福建諾奇股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC and the H 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 share(s) in the share capital of the Company with a nominal value of RMB0.20 each
“General Mandate”	the proposed unconditional general mandate to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares not exceeding 20% of the issued Shares of that class as at the date of the passing of the relevant resolution approving such mandate
“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\$
“Hao Tian”	Hao Tian Development Group Limited, a company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 474)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2020, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the registered capital of the Company with a nominal value of RMB0.20 each, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Xu Haiying  
Mr. Sit Hon Wing

*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

27 April 2020

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED RE-ELECTION OF SUPERVISORS;  
(4) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Annual General Meeting.

**II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES**

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue new Shares, the Company proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with

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## LETTER FROM THE BOARD

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additional Domestic Shares and/or H Shares not exceeding 20% of the issued Shares of that class as at the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall be subject to the relevant requirements of the Listing Rules, the Articles and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing of the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; and
- (iii) the revocation or variation of the authority given under the relevant resolution by a special resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had 610,794,000 Shares in issue, which comprised 450,000,000 Domestic Shares and 160,794,000 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 90,000,000 Domestic Shares and/or 32,158,800 H Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

### III. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

As the term of the Board and Board of Supervisors of the forth session will expire on 27 June 2020, the Board resolved to propose the following candidates to be re-elected as members of the fifth session of the Board and Board of Supervisors respectively. The term of the new Directors and Supervisors will be for a period of three years which is proposed to commence on 12 June 2020 (which is the date when the resolutions regarding to re-election of the members of the Board and Board of Supervisors are passed) and will expire on 12 June 2023.

#### **Directors**

The Board currently consists of six Directors, including two executive Directors namely Mr. Xu Haiying and Mr. Sit Hon Wing; a 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. The term of office of all Directors of the fourth session will expire on 27 June 2020. All current Directors have been nominated as candidates for re-election as members of the Board of the fifth session, namely (i) Mr. Xu Haiying and Mr. Sit Hon Wing as executive Directors; (ii) Mr. Han Huiyuan as non-executive Director; and (iii) Mr. Chan Ming Sun Jonathan, Mr. Lee Chi Hwa Joshua and Mr. Mak Yiu Tong as independent non-executive Directors.

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## LETTER FROM THE BOARD

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### Supervisors

The Board of Supervisors, currently consists of three Supervisors, including Ms. Cai Hong who was elected by the employees of the Company and Ms. Wang Zhiyu and Mr. Cheung Wang Lok who were elected by the then Shareholders.

The term of office of all Supervisors of the forth session will expire on 13 June 2020. Pursuant to the relevant laws and regulations in the PRC, the term of office of a Supervisor shall end on the expiration of the term of office of a Supervisor. If no replacement Supervisor is elected in a timely manner upon the expiration of the term of office of a Supervisor, such Supervisor shall still perform his/her duties as a Supervisor in accordance with the provisions of laws, regulations, rules and the Articles until the newly-elected Supervisor takes office. As a result, each of the members of the current Board of Supervisors shall perform his/her duties as a Supervisor after the expiration of each of their term of office on 13 June 2020 and until the date of the AGM. Ms. Wang Zhiyu and Mr. Cheung Wang Lok have been nominated as candidates for re-election as the shareholder representative Supervisors. The Supervisor representing the employees of the Company shall be elected by the employees of the Company in the form of democratic election. The results of such election will be announced together with the poll results of the Annual General Meeting.

Brief information concerning the aforementioned proposed Directors and Supervisors (collectively called “Nominee(s)”) is set out in Appendix I to this circular.

Except for those stated in Appendix I to this circular, as at the Latest Practicable Date, no Nominee has held any directorship in any other listed companies or taken up a post in any affiliated companies of the Company in the past three years. In addition, except for those stated in Appendix I to this circular, no Nominee has any relationship with any other Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company. No Nominee has any equity interest in the Company within the meaning of Part XV of the SFO.

The Nominees will be re-elected subject to approval by Shareholders at the Annual General Meeting. The remuneration of each Director and Supervisor will be determined with reference to their duties, responsibilities, experience as well as the current market situations.

Except for those stated in this circular, the Company considers that there is no other information relating to the Nominees to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders as at the Latest Practicable Date.

#### IV. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019

The Board did not recommend any final dividend for the year ended 31 December 2019.

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## LETTER FROM THE BOARD

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### V. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 10 to 16 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the General Mandate, the re-election of Directors and Supervisors, the proposal of not distributing the Company's profit for the year ended 31 December 2019.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.nuoqi.com.hk](http://www.nuoqi.com.hk)). Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete in accordance with the instructions printed thereon and return the enclosed form of proxy not less than 24 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be) (i.e. not later than 2:00 p.m. on Thursday, 11 June 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 and voting in person at the Annual General Meeting or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### VI. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendix to this circular.

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.

Yours faithfully,  
By Order of the Board  
**Fujian Nuoqi Co., Ltd.**  
**Xu Haiying**  
*Executive Director*



**I.    DIRECTORS****Executive Directors**

**Mr. Xu Hai Ying**, aged 65, was appointed to the Board on 15 May 2017. He was appointed as a non-executive director of Hao Tian on 1 January 2012 and was re-designated as an executive director of Hao Tian in February 2012. Mr. Xu is the senior technical consultant and senior manager of 中國節能環保集團有限公司 (China Jieneng Huangbao Group Company Limited\*), whose principal business is the development of energy conservation technologies, clean and new energy, and energy infrastructure construction. Mr. Xu has substantial management experience and has been the manager of the representative offices of Wallem & Company Limited (華林船務集團有限公司) in Shanghai and Tianjin, the PRC and the chief representative of the Shanghai representative office of Hong Kong Maritime Company Limited (香港海運有限公司) and has served other management positions.

**Mr. Sit Hon Wing**, aged 43, was appointed to the Board on 21 April 2017. He has served as the chief financial officer, financial controller and company secretary of certain listed companies in Hong Kong. During the period from June 2006 to January 2008, Mr. Sit was the financial controller and company secretary of Sau San Tong Holdings Limited which was listed on the Stock Exchange (Stock Code: 8200). During the period from January 2008 to September 2015, Mr. Sit was the chief financial officer and company secretary of CT Environmental Group Limited (“CTEG”) which was listed on the Stock Exchange (Stock Code: 1363). Since September 2015 and October 2016 and up to August 2017, Mr. Sit has been the financial controller and company secretary of Hao Tian Development Group Limited respectively. Mr. Sit. is currently the Company Secretary of CTEG. Mr. Sit is a fellow member of both the Hong Kong Institute of Certified Public Accountants (HKICPA) and Association of Chartered Certified Accountants (ACCA).

**Non-executive Director**

**Mr. Han Huiyuan**, aged 56, is a non-executive Director. He was appointed to the Board on 9 July 2013. Mr. Han is currently the managing director of Heaven-Sent Capital Management Group Co., Ltd. (硅谷天堂資產管理集團股份有限公司), a corporate shareholder of Silicon Valley Solar Venture Capital Co., Ltd. (深圳硅谷天堂陽光創業投資有限公司) and is responsible for the overall business operation. Mr. Han obtained a master degree in urban economics from the Renmin University of China (中國人民大學) in 2011 and a bachelor degree in industrial automation from Huazhong Technical College (華中工學院) (currently known as the “Huazhong University of Science and Technology (華中科技大學)) in 1984.

\* For identification purposes only

**Independent non-executive Directors**

**Mr. Chan Ming Sun Jonathan**, aged 47, was appointed to the Board on 21 April 2017. Mr. Chan graduated from the University of New South Wales, Australia with a Bachelor of Commerce degree in Accounting and Computer Information Systems. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of Certified Practising Accountants, Australia. Mr. Chan has over 20 years of experience in auditing, accounting, investment and financial management. Mr. Chan is currently an investment manager of Sprint Asset Management Limited. Mr. Chan is also an independent non-executive director of each of China Dredging Environment Protection Holdings Limited (stock code: 871), Shenyang Public Utility Holdings Company Limited (stock code: 747), Up Energy Development Group Limited (stock code: 307) and Hao Tian, and of Changhong Jiahua Holdings Limited (stock code: 8016), whose securities are listed on GEM of the Stock Exchange. Mr. Chan resigned as independent non-executive director of Beautiful China Holdings Company Limited (stock code: 706), Cornerstone Financial Holdings Limited (stock code: 8112), L&A International Holdings Limited (stock code: 8195), Far East Holdings International Limited (stock code: 36) and Life Concepts Holdings Limited (stock code: 8056) on February 2014, November 2015, March 2017, July 2017 and December 2018 respectively.

**Mr. Lee Chi Hwa Joshua**, aged 47, was appointed to the Board on 21 April 2017. He is a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants. Mr. Lee has extensive experience in the fields of auditing, accounting and finance. Mr. Lee currently serves as an independent non-executive director of Hao Tian, Hao Tian International Construction Investment Group Limited (Stock code: 1341), Up Energy Development Group Limited (Stock code: 307), China Fortune Investments (Holding) Limited (Stock code: 8116), Code Agriculture (Holdings) Limited (Stock code: 8153) and Cornerstone Financial Holdings Limited (Stock code: 8112) respectively, whose shares are listed on the Stock Exchange. He was an executive director of Link-Asia International Co. Ltd (Stock code: 1143) from November 2015 to December 2019, whose shares are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of King Stone Energy Group Limited (Stock code: 663) from January 2012 to April 2013, China Minsheng Drawin Technology Group Limited (Stock code: 726) from December 2013 to February 2015 and Teamway International Group Holdings Limited (Stock code: 1239) from March 2015 to August 2017, all companies are listed on the Stock Exchange.

**Mr. Mak Yiu Tong**, aged 61, was appointed to the Board on 21 April 2017. Mr. Mak graduated from the China University of Political Science and Law with a Bachelor of Law degree in 1998. Mr. Mak is a legal executive of Chiu, Szeto & Cheng, a firm of solicitors in Hong Kong. Mr. Mak has been working in the legal industry for over 30 years. Mr. Mak currently serves as an independent non-executive director of Talent Property Group Limited (Stock code: 760), Up Energy Development Group Limited (Stock code: 307) and Hao Tian International Construction Investment Group Limited (Stock code: 1341), whose shares are listed on the main board of the Stock Exchange.

**II. SUPERVISORS**

**Ms. Wang Zhiyu**, aged 36, joined the Company and was appointed to the Board of supervisors on 21 April 2017. She obtained a bachelor's degree in business administration and has over 15 years of experience in administrative and human resources management. Between 2003 and 2010, she served as a manager in two companies and was responsible for daily administration management and establishing the administration and staff policy of the companies. In 2010, she joined Hao Tian and served a number of management positions, and was responsible for administrative and human resources management for the Hao Tian group and its subsidiaries. Ms. Wang was also appointed as a director of various subsidiaries of the Hao Tian group since June 2012.

**Mr. Cheung Wang Lok**, aged 42, joined the Company and was appointed to the Board of supervisors on 21 April 2017. He has more than 18 years of experience in internal auditing, external auditing, accounting, finance, taxation, treasury management, internal control and personnel management in international and listed companies. Mr. Cheung was an associate general manager and finance manager in a listed company in the United States of America from 2007 to 2010. Mr. Cheung joined Hao Tian in 2010. He was appointed as a director of various subsidiaries of Hao Tian group since May 2016 and was promoted to Senior Finance Manager in 2019.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**AGM**”) 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 PRC on Friday, 12 June 2020 (or at any adjournment thereof) at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2019;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor’s report for the year ended 31 December 2019;
4. To consider and approve the proposal of not distributing the Company’s profit for the year ended 31 December 2019;
5. To consider and approve the re-appointment of BDO LIMITED as the international auditor of the Company and the appointment of Fujian Ruizhi Certified Public Accountants as the domestic auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;
6. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the Board:
  - 6.1 “**THAT** the re-election of Mr. Xu Haiying as an executive director of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Mr. Xu Haiying, and **THAT** the Board be and is hereby authorised to determine his remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 6.1, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the People's Republic of China (“**PRC**”), and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

- 6.2 “**THAT** the re-election of Mr. Sit Hon Wing as an executive director of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the director's service contract with Mr. Sit Hon Wing, and **THAT** the Board be and is hereby authorised to determine his remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 6.2, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

- 6.3 “**THAT** the re-election of Mr. Han Huiyuan as a non-executive director of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the director's service contract with Mr. Han Huiyuan, and **THAT** the Board be and is hereby authorised to determine his remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 6.3, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- 6.4 **“THAT** the re-election of Mr. Chan Ming Sun Jonathan as an independent non-executive director of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Mr. Chan Ming Sun Jonathan, and **THAT** the Board be and is hereby authorised to determine his remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 6.4, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

- 6.5 **“THAT** the re-election of Mr. Lee Chi Hwa Joshua as an independent non-executive director of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Mr. Lee Chi Hwa Joshua, and **THAT** the Board be and is hereby authorised to determine his remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 6.5, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

- 6.6 **“THAT** the re-election of Mr. Mak Yiu Tong as an independent non-executive director of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Mr. Mak Yiu Tong, and **THAT** the Board be and is hereby authorised to determine his remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary,

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## NOTICE OF ANNUAL GENERAL MEETING

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appropriate, desirable or expedient to give effect to this resolution numbered 6.6, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

7. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the board of supervisors of the Company (“**Board of Supervisors**”):

- 7.1 “**THAT** the re-election of Ms. Wang Zhiyu as a supervisor of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board of Supervisors (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Ms. Wang Zhiyu, and **THAT** the Board be and is hereby authorised to determine her remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 7.1, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

- 7.2 “**THAT** the re-election of Mr. Cheung Wang Lok as a supervisor of the Company be and is hereby considered and approved, with effect from the date when this resolution is passed until the expiry of the fifth session of the Board of Supervisors (i.e. 12 June 2023);

**THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Mr. Cheung Wang Lok, and **THAT** the Board be and is hereby authorised to determine his remuneration.

**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as a director of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to this resolution numbered 7.2, including but not limited to, fulfilling relevant approval procedures in accordance with the requirements of regulatory authorities and requirements in the PRC, and handling all necessary archiving, registration and filing procedures at related government authorities in the PRC.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

8. To consider and approve the granting of a general mandate to the Board to allot, issue and deal with additional domestic shares and H shares not exceeding 20% of each of the total number of issued domestic shares and H shares of the Company respectively, and to authorise the Board to make amendments to the Articles as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:

**“THAT:**

- (A) (a) subject to paragraph (c) below and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Articles and the relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the total number of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of issued domestic shares and H shares of the Company respectively as at the date of passing of this resolution;
- (d) the Board shall only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and
- (e) for the purposes of this resolution:
- “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in general meeting.
- (B) the Board be authorised to make amendments to the Articles as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to the sub-paragraph (A)(a) of this resolution.”

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

Hong Kong, 27 April 2020

*Notes:*

1. Any Shareholder of the Company entitled to attend and vote at the AGM 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.
2. 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 AGM (i.e. not later than 2:00 p.m. on Thursday, 11 June 2020, Hong Kong time) for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time.

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 AGM 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.

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.

3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 14 May 2020 to Friday, 12 June 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 AGM, 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 Wednesday, 13 May 2020.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. 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 AGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. 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.
6. The form of proxy for use at the AGM is enclosed herewith.

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