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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 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.

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.”

- 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, 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.”

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;
- (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.
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.