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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)**

## **UPDATE ON THE AFFAIRS OF THE GROUP**

Reference is made to (i) the announcement of the Company dated 29 June 2020 (the “**June Announcement**”) in relation to, among others, the Application Proof which contains the Unaudited Financial Information constituting a profit forecast under Rule 10 of the Takeovers Code; (ii) the announcement of the Company dated 31 July 2020 (the “**July Announcement**”); and (iii) the announcement of the Company dated 31 August 2020 (the “**August Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the June Announcement, the July Announcement and the August Announcement and the announcements referred to therein.

This announcement serves as an update on the latest developments in relation to the Group.

### **FINANCIAL POSITION AND BUSINESS OPERATIONS OF THE GROUP**

The Company published the interim report of the Company for the six months ended 30 June 2020 on 29 September 2020 (“**Interim Report**”).

Save as disclosed above, since the date of the August Announcement, there has been no material update in relation to the financial position and business operations of the Group.

### **NEW LISTING APPLICATION**

As set out in the July Announcement, the Application Proof in relation to the Second Meetings had been submitted to the Stock Exchange and the Commission together with the new listing application filed on 9 June 2020, and the Company was then in the course of updating the Application Proof which was expected to be submitted to the Stock Exchange and the Commission for vetting in late September 2020.

As set out in the August Announcement, the Company has liaised with the CSRC and understood that the approval-in-principle from the shareholders of the Company in relation to the issue and allotment of the new H shares (as consideration shares under the

Acquisition) and the placing shares (for maintaining public float after completion of the Acquisition) (“AIP”) is essential as one of the documentary requirements for the Company’s application for the CSRC Approval.

The Company wishes to update the Shareholders and potential investors that since the date of the August Announcement, the Company has obtained agreement in principle from the Stock Exchange on the Company’s proposal to, among others, convene the First Meetings to obtain the AIP for the sole purpose of fulfilling the documentary requirements for the Company’s application for the CSRC Approval.

As at the date of this announcement, the Company has submitted the notice of the First Meetings for the Commission’s consideration. As the Company has yet to publish the notice of the First Meetings and it expects to submit the updated Application Proof in relation to the Second Meetings to the Stock Exchange and the Commission for vetting after convening the First Meetings, the Company did not submit the updated Application Proof in late September 2020 according to its expectation as disclosed in the July Announcement.

### **PROFIT FORECAST UNDER RULE 10 OF THE TAKEOVERS CODE**

As disclosed in the June Announcement, pursuant to Rule 10 of the Takeovers Code, the Unaudited Financial Information constitutes a profit forecast and should be reported on by the relevant financial advisers and auditors or accountants in accordance with Note 1(c) to Rule 10.1 and 10.2 of the Takeovers Code. The Unaudited Financial Information has been reported on by Messis Capital Limited (the financial adviser to the Company) and BDO Limited (the reporting accountants of the Company) in accordance with Rule 10 of the Takeovers Code. Their respective letters have been lodged with the Commission and are set out in the Interim Report.

### **SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 11:25 a.m. on 23 July 2014, and will remain suspended pending the release of further information by the Company.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 30 September 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.*

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