



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)

**FORM OF PROXY FOR THE CLASS MEETING FOR HOLDERS OF H SHARES
TO BE HELD ON TUESDAY, 17 NOVEMBER 2020**

I/We ^(Note 1), _____
of _____
being the registered holder(s) of _____
H share(s)/domestic share(s) ^{# (Note 2)} of FUJIAN NUOQI CO., LTD. (the "Company") hereby appoint the Chairman of the meeting ^(Note 3)
or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the class meeting of holders of H share(s) (the "Class Meeting") of the Company to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong on Tuesday, 17 November 2020 at 11:00 a.m (and at any adjournment thereof).

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

| SPECIAL RESOLUTIONS | | FOR | AGAINST |
|---------------------|--|-----|---------|
| 1. | To consider and approve in principle the allotment and issue of 1,541,878,659 new H shares of the Company with a nominal value of RMB0.20 each ("Consideration Shares") to Zhong Hong Holdings Group Limited (the "Vendor"), credited as fully paid, pursuant to the terms and conditions of the acquisition agreement dated 6 November 2017 (as supplemented by the agreement dated 9 November 2017 and letters of confirmation dated 29 September 2018, 28 June 2019 and 27 March 2020) entered into among the Company, the Vendor and Mr. Hu Yulin in relation to the acquisition of the entire issued share capital in Zhong Hong International Limited by the Company. The issue price per Consideration Share is HK\$0.6829. | | |
| 2. | To consider and approve in principle the allotment and issue of 391,245,113 new H shares of the Company with a nominal value of RMB0.20 each ("Placing Shares") at the price of HK\$0.6829 per Placing Share in cash to not less than six independent third parties of the Company and its connected persons as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, pursuant to the terms and conditions of the proposed placing and the proposed placing agreement which has yet been entered into. | | |
| 3. | To authorise the board of directors of the Company (i) to determine the terms and conditions for the allotment and issue of the Consideration Shares and the Placing Shares, including the target of the issue and use of proceeds, which in the opinion of the board of directors of the Company to be in the interests of the Company and its shareholders as a whole; and (ii) to execute all necessary documents (and to affix the company chop of the Company where execution under company chop is required), to complete the necessary formalities and to take other necessary steps to obtain the relevant approval according to the requirements of the domestic and foreign regulatory authorities in relation to the allotment and issue of the Consideration Shares and the Placing Shares, including the approval from the China Securities Regulatory Commission, provided that there is no violation of the relevant laws, administrative regulations, the regulatory requirements of the jurisdiction in which the shares of the Company are listed, and the articles of association of the Company. | | |

Dated _____ 2020 Signature(s) ^(Note 5): _____

Notes:

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Class Meeting may appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Class Meeting other than those referred to in the notice convening the Class Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a legal person, the same must be either under its seal or under the hand of any director or a duly authorised attorney. If this form of proxy is signed by an attorney, the power of attorney and other authorisation documents must be notarised.
- In order to be valid, this form of proxy together with the notarised power of attorney and other authorisation documents, if any, must be deposited 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 at least 24 hours prior to the above meeting (i.e. not later than 11:00 a.m. on Monday, 16 November 2020, Hong Kong time) for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Class Meeting if you so wish.

[#] Please delete as appropriate