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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)**

**UPDATE ON THE AFFAIRS OF THE GROUP  
AND  
FURTHER DELAY IN DESPATCH OF CIRCULAR  
IN RELATION TO  
(1) VERY SUBSTANTIAL ACQUISITION;  
(2) REVERSE TAKEOVER INVOLVING  
A NEW LISTING APPLICATION;  
(3) ISSUE OF CONSIDERATION SHARES UNDER  
SPECIFIC MANDATE;  
(4) APPLICATION FOR WHITEWASH WAIVER;  
AND  
(5) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to (i) the announcement of the Company dated 30 September 2020 (the “**September Announcement**”) and the announcements referred to therein; and (ii) the announcement of the Company dated 31 July 2020 in relation to, among others, application for the Whitewash Waiver and the further delay in despatch of the Application Proof (the “**Further Delay Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the September Announcement and the Further Delay Announcement.

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

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

Since the date of the September Announcement, there has been no material update in relation to the financial position and business operations of the Group.

## **NEW LISTING APPLICATION**

As disclosed in the September Announcement, the Company has submitted the notice of the First Meetings for the Commission’s consideration.

The Company has published the notice of the First Meetings on 30 October 2020. As disclosed in the notice of the First Meetings, the Company will convene the First Meetings on 17 November 2020 to obtain the AIP for the sole purpose of fulfilling the documentary requirements for the Company's application for the CSRC Approval which is one of the conditions precedent to the completion of the Acquisition and the placing respectively.

#### **FURTHER DELAY IN DESPATCH OF THE CIRCULAR**

As set out in the Further Delay Announcement, the Company has applied to the Executive for its consent to further extend the date for the despatch of the Application Proof to no later than 31 October 2020, and the Executive has granted its consent for such extension.

Having taken into account the time for the Company to finalise certain information to be included in the Application Proof including but not limited to the updated financial information of the Target Group, the indebtedness statement of the Group and the Target Group and the letter from the independent financial adviser, the Company has applied to the Executive for its consent to further extend the date for the despatch of the Application Proof to no later than 15 December 2020, and the Executive has indicated that it is minded to grant its consent for such extension.

#### **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 October 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.*