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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING,  
THE CLASS MEETING FOR HOLDERS OF H SHARES AND  
THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES  
HELD ON 17 NOVEMBER 2020**

References are made to (i) the notice of extraordinary general meeting of Fujian Nuoqi Co., Ltd. (the “**Company**”) dated 30 October 2020; (ii) the notice of class meeting for holders of H shares of the Company dated 30 October 2020; and (iii) the notice of class meeting for holders of domestic shares of the Company dated 30 October 2020 (collectively, the “**Notices**”). Capitalised terms used herein shall have the same meanings as those defined in the Notices unless otherwise defined.

The Board is pleased to announce that all the proposed resolutions set out in the Notices, all dated 30 October 2020, were duly passed at the First EGM and the First Class Meetings by way of poll.

As at the date of the First EGM and the First Class Meetings, the total number of issued Shares was 610,794,000 Shares, comprising 450,000,000 Domestic Shares and 160,794,000 H Shares. As set out in the Notices, in accordance with the Articles, (i) Hao Tian China which held 312,068,670 Domestic Shares; and (ii) Hao Tian Corporation which held 53,991,000 H Shares, were required to abstain, and had abstained, from voting on the resolutions in the First EGM and the First Class Meetings as they were involved in the discussion of the Acquisition Agreement and the transactions contemplated thereunder, so they were considered to be involved in the Acquisition Agreement and the transactions contemplated thereunder.

As such,

- (1) the total number of issued Shares entitling the Independent Shareholders to attend and vote for or against the resolutions at the First EGM was 244,734,330 Shares, comprising 106,803,000 H Shares and 137,931,330 Domestic Shares;

- (2) the total number of issued H Shares entitling the independent holders of H Shares to attend and vote for or against the resolutions at the First H Shares Class Meeting was 106,803,000 H Shares; and
- (3) the total number of issued Domestic Shares entitling the independent holders of Domestic Shares to attend and vote for or against the resolutions at the First Domestic Shares Class Meeting was 137,931,330 Domestic Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the First EGM and the First Class Meetings as set out in Rule 13.40 of the Listing Rules.

There was no Share entitling the holder to attend and vote only against the resolutions at the First EGM and the First Class Meetings.

Save as Hao Tian China and Hao Tian Corporation, none of the Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the First EGM and the First Class Meetings.

The First EGM and the First Class Meetings were legally and validly convened in compliance with the requirements of the Company Law of the People's Republic of China and the Articles.

Computershare Hong Kong Investor Services Limited acted as the scrutineer for the vote-taking at the First EGM and the First Class Meetings.

## **POLL RESULTS OF THE FIRST EGM**

The poll results of the First EGM are as follows:

<b>Special resolutions</b>		<b>Number of votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Total</b>
1.	To consider and approve in principle the allotment and issue of 1,541,878,659 new Consideration Shares to 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 the Target Company by the Company. The issue price per Consideration Share is HK\$0.6829.	59,447,194 (100%)	0 (0%)	59,447,194

Special resolutions		Number of votes (%)		
		For	Against	Total
2.	To consider and approve in principle the allotment and issue of 391,245,113 new 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 Listing Rules, pursuant to the terms and conditions of the proposed placing and the proposed placing agreement which has yet been entered into.	59,447,194 (100%)	0 (0%)	59,447,194
3.	To authorise the Board (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 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 CSRC, 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.	59,447,194 (100%)	0 (0%)	59,447,194

As more than two-third of the votes were cast in favour of each of the special resolutions, all the resolutions were duly passed as special resolutions.

## POLL RESULTS OF THE FIRST H SHARES CLASS MEETING

The poll results of the First H Shares Class Meeting are as follows:

Special resolutions		Number of votes (%)		
		For	Against	Total
1.	To consider and approve in principle the allotment and issue of 1,541,878,659 new Consideration Shares to 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 the Target Company by the Company. The issue price per Consideration Share is HK\$0.6829.	42,103,000 (100%)	0 (0%)	42,103,000
2.	To consider and approve in principle the allotment and issue of 391,245,113 new 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 Listing Rules, pursuant to the terms and conditions of the proposed placing and the proposed placing agreement which has yet been entered into.	42,103,000 (100%)	0 (0%)	42,103,000

Special resolutions		Number of votes (%)		
		For	Against	Total
3.	To authorise the Board (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 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 CSRC, 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.	42,103,000 (100%)	0 (0%)	42,103,000

As more than two-third of the votes were cast in favour of each of the special resolutions, all the resolutions were duly passed as special resolutions.

## POLL RESULTS OF THE FIRST DOMESTIC SHARES CLASS MEETING

The poll results of the First Domestic Shares Class Meeting are as follows:

Special resolutions		Number of votes (%)		
		For	Against	Total
1.	To consider and approve in principle the allotment and issue of 1,541,878,659 new Consideration Shares to 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 the Target Company by the Company. The issue price per Consideration Share is HK\$0.6829.	17,314,194 (100%)	0 (0%)	17,314,194
2.	To consider and approve in principle the allotment and issue of 391,245,113 new 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 Listing Rules, pursuant to the terms and conditions of the proposed placing and the proposed placing agreement which has yet been entered into.	17,314,194 (100%)	0 (0%)	17,314,194

Special resolutions		Number of votes (%)		
		For	Against	Total
3.	To authorise the Board (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 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 CSRC, 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.	17,314,194 (100%)	0 (0%)	17,314,194

As more than two-third of the votes were cast in favour of each of the special resolutions, all the resolutions were duly passed as special resolutions.

## NEW LISTING APPLICATION

As the resolutions were duly passed as special resolutions in the First EGM and the First Class Meetings, the Company will apply to the CSRC for obtaining approval for the issue and allotment of the Consideration Shares and the Placing Shares. The CSRC approval is one of the conditions precedent to the completion of the Acquisition and the Placing. It is expected that the application will be submitted to the CSRC by late November 2020.

As set out in the Notices, assuming the CSRC grants the approval in relation to the issue and allotment of the Consideration Shares and the Placing Shares, the Company will be able to satisfy the Rule 19A.22A Requirement and proceed with the hearing of the New Listing Application by the Listing Committee. Assuming the Listing Committee grants approval(s) in respect of the New Listing Application, the Company shall publish the Circular and notices for convening the Second EGM and the Second Class Meetings for the purpose of considering and, if thought fit, approving, among other things, (i) the Acquisition Agreement and the transactions contemplated thereunder; (ii) the Specific Mandate; (iii) the Whitewash Waiver; (iv) the Placing; (v) the appointment of the Proposed Directors; and (vi) the proposed amendments to the Articles to reflect, among others, the changes in the total number of issued Shares and H Shares after Completion.

**The transactions contemplated under the Acquisition Agreement, the Placing Agreement and the Whitewash Waiver are subject to (i) the approval of the Stock Exchange and the Executive; and (ii) the approval of the Independent Shareholders of the Company to be obtained at the Second EGM and the Second Class Meetings, which may or may not proceed even if the Company could obtain the CSRC approval.**

#### **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, 17 November 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.*