

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fuguiniao Co., Ltd., you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



富貴鳥股份有限公司
FUGUINIAO CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1819)

**RE-APPOINTMENT OF
EXTERNAL HONG KONG AUDITORS,
RE-APPOINTMENT OF EXTERNAL PRC AUDITORS,
GENERAL MANDATE TO ISSUES SHARES,
GENERAL MANDATE TO REPURCHASE H SHARES
AND
NOTICES OF AGM AND CLASS MEETINGS**

Notices convening the AGM and the Class Meetings to be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC on Friday, 30 June 2017 are set out on pages 12 to 29 of this circular. Forms of proxy for use at the AGM and the Class Meetings are also enclosed with this circular. If you intend to attend the relevant meeting(s) by proxy, you are required to complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon to the H Shares registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the relevant meeting(s) or any adjournment thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the relevant meeting(s) or any adjourned meeting should you so wish.

15 May 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — EXPLANATORY STATEMENT	9
NOTICE OF AGM	12
NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING	18
NOTICE OF H SHAREHOLDERS' CLASS MEETING	24

DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“AGM”	the annual general meeting of the Company to be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC at 9:00 a.m. on Friday, 30 June 2017
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Chairman”	the chairman of the Board
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the Domestic Shareholders’ Class Meeting (as the case may be)
“Company”	Fuguiniao Co., Ltd. (富貴鳥股份有限公司), a joint stock company established in the PRC with limited liability
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“Domestic Shareholders’ Class Meeting”	the class meeting of the holders of Domestic Shares to be convened and held on Friday, 30 June 2017 immediately after the conclusion of the AGM to be held on the same date at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC or any adjournment thereof
“Group”	the Company and its subsidiary

DEFINITIONS

“H Share(s)”	overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held on Friday, 30 June 2017 immediately after the conclusion of the class meeting of the holders of the Domestic Shares of the Company to be held on the same date at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC or any adjournment thereof
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with, either separately or concurrently, once every twelve months, not more than 20% of each of the H Shares and the Domestic Shares of the Company in issue as at the date of passing the relevant resolutions at the AGM and the Class Meetings
“Latest Practicable Date”	11 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the H Shares on the Stock Exchange not more than 10% of the total amount of the H Shares in issue as at the date of passing the relevant resolutions at the AGM and the Class Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholders”	Holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

Certain English translations of Chinese names marked with “” in this circular are included for information purpose only and should not be regarded as the official English translation of such Chinese names. If there is any inconsistency between the Chinese names of the PRC entities mentioned in this circular and their English translations, the Chinese names shall prevail.*

LETTER FROM THE BOARD



富貴鳥股份有限公司 FUGUINIAO CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1819)

Executive Directors:

Mr. Lam Wo Ping (Chairman)
Mr. Lam Wing Ho
Mr. Lam Wo Sze
Mr. Lam Kwok Keung
Mr. Hong Huihuang

Registered office:

Fuguinia Industrial Park
East Section, Baqi Road
Shishi City
Fujian Province
The PRC

Independent non-executive Directors:

Mr. Wang Zhiqiang
Ms. Long Xiaoning
Ms. Chan Wah Man, Carman
Mr. Cheung Ming Hung

*Principal place of business
in Hong Kong:*

Room 1908
19/F, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

15 May 2017

To the Shareholders,

Dear Sir/Madam,

**RE-APPOINTMENT OF
EXTERNAL HONG KONG AUDITORS,
RE-APPOINTMENT OF EXTERNAL PRC AUDITORS,
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE H SHARES
AND
NOTICES OF AGM AND CLASS MEETINGS**

INTRODUCTION

The purpose of this circular is to give you the notices of the AGM and the Class Meetings and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM and/or the Class Meetings (where applicable) for the following issues, to be approved by way of ordinary and special resolutions:

ORDINARY RESOLUTIONS

- (1) Re-appointment of ZHONGHUI ANDA CPA Limited as the Company's external Hong Kong auditors.

LETTER FROM THE BOARD

- (2) Re-appointment of Zhonghui Certified Public Accountants LLP (中匯會計師事務所(特殊普通合夥)) as the Company's external PRC auditors.

SPECIAL RESOLUTIONS

- (3) General mandate to issue Shares of the Company.
- (4) General mandate to repurchase H Shares of the Company.

(1) RE-APPOINTMENT OF EXTERNAL HONG KONG AUDITORS

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of ZHONGHUI ANDA CPA Limited as the Company's external Hong Kong auditors for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board and authorised person of the Board to determine its remuneration.

(2) RE-APPOINTMENT OF EXTERNAL PRC AUDITORS

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Zhonghui Certified Public Accountants LLP (中匯會計師事務所(特殊普通合夥)) as the Company's external PRC auditors for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board and authorised person of the Board to determine its remuneration.

(3) GENERAL MANDATE TO ISSUE SHARES OF THE COMPANY

At the AGM and the Class Meetings, special resolutions will be proposed to grant to the Directors a general mandate to exercise the power of the Company to allot, issue and deal with, either separately or concurrently, once every twelve months, not more than 20% of each of the H Shares and Domestic Shares of the Company in issue as at the date of passing of the relevant resolutions at the AGM and the Class Meetings.

As required by the Listing Rules and the Articles of Association, such mandate is required to be given by way of a special resolution passed by Shareholders in the AGM and by holder(s) of Domestic Shares and holder(s) of H Shares at separate Class Meeting(s).

As at the Latest Practicable Date, the Company's registered capital was RMB1,337,273,000, comprising 1,215,273,000 H Shares and 122,000,000 Domestic Shares. Subject to the passing of the proposed special resolutions granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM and the Class Meetings, the Company will be allowed to under the Issue Mandate to issue a maximum of 243,054,600 H Shares and 24,400,000 Domestic Shares, either separately or concurrently.

LETTER FROM THE BOARD

(4) GENERAL MANDATE TO REPURCHASE H SHARES OF THE COMPANY

At the AGM and the Class Meetings, special resolutions will be proposed to grant to the Directors a general mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which H Shares may be listed, H Shares not more than 10% of the total amount of the H Shares in issue as at the date of passing of the relevant resolutions at the AGM and the Class Meetings.

As required by the Listing Rules and the Articles of Association, such mandate is required to be given by way of a special resolution passed by Shareholders in the AGM and by holder(s) of Domestic Shares and holder(s) of H Shares at separate Class Meetings.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be made in Hong Kong dollars. As such, the approval of and/or filing with SAFE (as the case may be) is required.

Under the Listing Rules, the Company is required to give it to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolutions in respect of the Repurchase Mandate at the AGM or the Class Meetings. An explanatory statement for such purpose is set out in Appendix I to this circular.

DIRECTORS' REPORT FOR THE YEAR 2016; REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2016; AND ANNUAL REPORT FOR THE YEAR 2016

As the Board has yet to approve the interim results for the six months ended 30 June 2016, the Company is unable to prepare and publish the audited annual results for the year ended 31 December 2016 (the **"2016 Annual Results"**) on or before 31 March 2017.

As disclosed in the Company's announcement dated 11 April 2017, with the appointment of ZHONGHUI ANDA CPA Limited as the statutory auditors of the Company, the Board will use its best endeavours to work closely with the auditors to finalise and complete the audit of the financial statements for the year ended 31 December 2016.

As disclosed in the Company's announcement dated 9 May 2017, the Company does not currently have a timetable on the publication of the annual report for the year ended 31 December 2016 (the **"2016 Annual Report"**). The Company will publish further announcement(s) to inform the Shareholders of the date of the release of the 2016 Annual Results and the date of the despatch of the 2016 Annual Report (which includes the Directors' report and the report of the board of Supervisors for the year 2016) as and when appropriate.

LETTER FROM THE BOARD

NOTICES OF THE AGM AND CLASS MEETINGS

The AGM will be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC at 9:00 a.m. on Friday, 30 June 2017. The Domestic Shareholders' Class Meeting will be held immediately after the conclusion of the AGM, at the same place, and the H Shareholders' Class Meeting will be held immediately after the conclusion of the Domestic Shareholders' Class Meeting, at the same place. Notices of the AGM and the Class Meetings are set out on pages 12 to 29 of this circular.

CLOSURE OF BOOKS

The register of members of the Company will be closed from Tuesday, 30 May 2017 to Friday, 30 June 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM and the Class Meetings, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 29 May 2017.

REPLY SLIPS AND PROXY FORMS

If you are eligible and intend to attend the AGM and/or the Class Meetings, please complete and return the reply slip(s), in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting(s) or any adjournment thereof.

Shareholders who intend to attend the AGM and/or the Class Meetings by proxy are required to complete and return the proxy form(s), in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting(s) or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

VOTING BY POLL AT THE AGM AND THE CLASS MEETINGS

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM and the Class Meetings as set out in the notices of the AGM and the Class Meetings set out at the end of this circular must be taken by poll. The chairman of the AGM and the Class Meetings will therefore demand a poll for every such resolution put to the vote at the AGM and the Class Meetings. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that all resolutions set out in the notices of the AGM and the Class Meetings for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notices of the AGM and the Class Meetings which are to be proposed at the AGM and the Class Meetings.

Yours faithfully,
By Order of the Board
Fuguiniao Co., Ltd.
Lam Wo Ping
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit a PRC issuer whose primary listing is on the Stock Exchange to repurchase its H shares listed on the Stock Exchange and on any other stock exchange on which the securities of the Company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions applicable to a PRC issuer, the Listing Rules provide that the shares of such PRC issuer must be fully paid up and all repurchases of shares by such PRC issuer must be approved in advance by a special resolution of shareholders in a general meeting and of holders of domestic shares and H shares at separate meetings of such holders conducted in accordance with such PRC issuer's articles of association for approving share repurchases, either by way of a general mandate or by specific approval of a particular transaction.

2. REGISTERED CAPITAL

As at the Latest Practicable Date, the Company's registered capital was RMB1,337,273,000, comprising 1,215,273,000 H Shares and 122,000,000 Domestic Shares. Subject to the passing of the proposed resolutions granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM and Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 12,152,730 H Shares, which represents 10% of the total amount of the H Shares in issue as at the date of the passing of the relevant resolutions at the AGM and Class Meetings until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the PRC to be held; or
- (iii) revocation or variation by a special resolution of the Shareholders of the Company in a general meeting, or holders of H Shares or Domestic Shares in a class meeting.

3. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE

In repurchasing the H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the position disclosed in the annual report for the year ended 31 December 2015). However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

	Highest HK\$	Lowest HK\$
May 2016	3.76	4.13
June 2016	3.78	4.08
July 2016	3.81	3.99
August 2016	3.68	3.94
September 2016	–	–
October 2016	–	–
November 2016	–	–
December 2016	–	–
January 2017	–	–
February 2017	–	–
March 2017	–	–
April 2017	–	–
1 May 2017 to the Latest Practicable Date	–	–

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling Shareholders (as defined in the Listing Rules) of the Company, namely Mr. Lam Wo Ping, Mr. Lam Wing Ho, Mr. Lam Wo Sze, Mr. Lam Kwok Keung, Fuguiniao Group Limited, Wo Hing (China) Trading Limited, Fuguiniao Holding Limited, Gain Star Trading Limited, Fujian Fuguiniao Equity Investment Management Co., Ltd.* (福建省富貴島股權投資管理有限公司) and Fujian Fuguiniao Commerce Consulting Co., Ltd.* (福建省富貴島商務諮詢有限公司) (the “**Controlling Shareholders**”), together exercise and/or control the exercise of approximately 71.90% voting rights in the general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the direct and indirect shareholding of the Controlling Shareholders in the Company would increase to approximately 79.09% of the registered capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

However, such increase from 71.90% to 79.09% will mean that less than 25% of the Shares are in the hands of public and thus will contravene the minimum public float requirement pursuant to Rule 8.08(1) of the Listing Rules. The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

Save as disclosed herein, the Directors are not aware any other consequences which will arise any other similar applicable laws.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any H Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and applicable laws, rules and regulations of the PRC.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell any H Shares to the Company nor has he/she/it undertaken not to sell any of the H Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

NOTICE OF AGM



富貴鳥股份有限公司 FUGUINIAO CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1819)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Fuguiniao Co., Ltd. (the “Company”, together with its subsidiaries, the “Group”) for the year ended 31 December 2016 will be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the People's Republic of China (the “PRC”) at 9:00 a.m. on Friday, 30 June 2017 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and approve the re-appointment of ZHONGHUI ANDA CPA Limited as the Company's external Hong Kong auditors for a term until the conclusion of the annual general meeting of the Company to be held in 2018, and to authorise the board (the “Board”) of directors (the “Directors”) of the Company and authorised person of the Board to determine its remuneration.
2. To consider and approve the re-appointment of Zhonghui Certified Public Accountants LLP (中匯會計師事務所(特殊普通合夥)) as the Company's external PRC auditors for a term until the conclusion of the annual general meeting of the Company to be held in 2018, and to authorise the Board and authorised person of the Board to determine its remuneration.

SPECIAL RESOLUTIONS

3. **THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with not more than 20% of each of the H Shares and the Domestic Shares of the Company, either separately or concurrently, and to make or grant offers, agreements or options, including warrants to subscribe for such Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, whether Domestic Shares or H Shares, by the Directors of the Company pursuant to the approval in paragraph (a) above, shall not exceed:
 - 20 per cent of the total amount of the Domestic Shares of the Company in issue as at the date of this resolution; and/or
 - 20 per cent of the total amount of the H Shares of the Company in issue as at the date of this resolution;

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) the approval in sub-paragraph (a) above shall be conditional upon:
 - i. the passing of a special resolution at the AGM with the same terms (except for this subparagraph (d)(i)) as the resolutions passed at the Class Meeting for holder(s) of H Shares and the Class Meeting for the holder(s) of Domestic Shares to be convened separately for such purpose;
 - ii. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and

the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (as amended from time to time) and only if all necessary approvals, if any, from the CSRC and/or other relevant PRC government authorities are obtained; and

- (e) contingent on the Board resolving to issue Shares pursuant to sub-paragraphs (a) to (d) of this resolution, the Board be authorised to:
 - i. approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreements);

NOTICE OF AGM

- ii. to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
- iii. to increase the registered capital of the Company in accordance with the actual increase of capital by issuing Shares pursuant to sub-paragraphs (a) to (d) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.

For the purposes of this resolution:

“Domestic Share(s)” means the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities;

“H Share(s)” means the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**); and

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- B. the expiration of the 12-month period following the passing of this resolution; or
- C. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the PRC to be held; or
- D. the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

NOTICE OF AGM

4. **THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase (or agree to repurchase) the H Shares of the Company on the Stock Exchange, or any other stock exchange on which the H Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the CSRC and all other applicable laws in the PRC and Hong Kong in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate amount of H Shares of the Company authorised to be repurchased subject to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10% of the total amount of the H Shares in issue as at the date of the passing of this resolution;
- (c) the approval in sub-paragraph (a) above shall be conditional upon:
 - i. the passing of a special resolution at the AGM with the same terms (except for this subparagraph (c)(i)) as the resolutions passed at the Class Meeting for holder(s) of H Shares and the Class Meeting for the holder(s) of Domestic Shares to be convened separately for such purpose;
 - ii. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and
 - iii. the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 30 of the articles of association of the Company;
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - i. make such amendments to the articles of association of the Company accordingly as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in sub-paragraph (a) above; and

NOTICE OF AGM

- ii. file the amended articles of association of the Company with the relevant governmental authorities of the PRC and Hong Kong in accordance with all applicable laws, regulations and/or requirements of the relevant governmental authorities.

For the purposes of this resolution:

“Domestic Share(s)” means the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities;

“H Share(s)” means the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange; and

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- B. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the PRC to be held; or
- C. the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by holders of H Shares or holders of Domestic Shares in a class meeting.

By Order of the Board
Fuguiniao Co., Ltd.
Lam Wo Ping
Chairman

Hong Kong, 15 May 2017

Notes:

1. The register of members of the Company will be closed from Tuesday, 30 May 2017 to Friday, 30 June 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Company's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 29 May 2017.

NOTICE OF AGM

2. Shareholders of the Company (the “**Shareholders**”) who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, or for the holders of Domestic Shares, to the Company’s registered office in the PRC, not less than 24 hours before the time for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the company’s H Shares registrar in Hong Kong (for holders of H Shares) or the registered office of the Company in the PRC (for holders of Domestic Shares) before Saturday, 10 June 2017.
7. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Company’s H shares registrar in Hong Kong is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor,
Hopewell Centre,
183 Queen’s Road East,
Wanchai,
Hong Kong
9. The registered office of the Company in the PRC is as follows:

Fuguiniao Industrial Park,
East Section, Baqi Road, Shishi City,
Fujian Province,
The PRC
10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the executive Directors are Mr. Lam Wo Ping (Chairman), Mr. Lam Wing Ho, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Hong Huihuang, and the independent non-executive Directors are Mr. Wang Zhiqiang, Ms. Long Xiaoning, Ms. Chan Wah Man, Carman and Mr. Cheung Ming Hung.

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



富貴鳥股份有限公司 FUGUINIAO CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1819)

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

Notice is hereby given that the class meeting (the “**Domestic Shareholders’ Class Meeting**”) of the holders of Domestic shares (“**Domestic Shares**”) of Fuguiniao Co., Ltd. (the “**Company**”) will be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC on Friday, 30 June 2017 immediately after the conclusion of the 2016 annual general meeting of the shareholders of the Company to be held on the same date to consider and, if though fit, to pass the following resolutions. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the “**Shareholders**”) dated 15 May 2017 of which this notice forms part (the “**Circular**”) shall have the same meanings when used herein.

SPECIAL RESOLUTIONS

1. **THAT:**

- (a) subject to paragraph (c) below, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with not more than 20% of each of the H Shares and the Domestic Shares of the Company, either separately or concurrently, and to make or grant offers, agreements or options, including warrants to subscribe for such Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

- (c) the aggregate amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, whether Domestic Shares or H Shares, by the Directors of the Company pursuant to the approval in paragraph (a) above, shall not exceed:

- 20 per cent of the total amount of the Domestic Shares of the Company in issue as at the date of this resolution; and/or
- 20 per cent of the total amount of the H Shares of the Company in issue as at the date of this resolution;

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) the approval in sub-paragraph (a) above shall be conditional upon:
- i. the passing of a special resolution at the AGM with the same terms (except for this subparagraph (d)(i)) as the resolutions passed at the Class Meeting for holder(s) of H Shares and the Class Meeting for the holder(s) of Domestic Shares to be convened separately for such purpose;
 - ii. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and

the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (as amended from time to time) and only if all necessary approvals, if any, from the CSRC and/or other relevant PRC government authorities are obtained; and

- (e) contingent on the Board resolving to issue Shares pursuant to sub-paragraphs (a) to (d) of this resolution, the Board be authorised to:
- i. approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreements);
 - ii. to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

- iii. to increase the registered capital of the Company in accordance with the actual increase of capital by issuing Shares pursuant to sub-paragraphs (a) to (d) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.

For the purposes of this resolution:

"Domestic Share(s)" means the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities;

"H Share(s)" means the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**); and

"Relevant Period" means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- B. the expiration of the 12-month period following the passing of this resolution; or
- C. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the PRC to be held; or
- D. the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

2. **THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the during the Relevant Period (as defined below) of all the powers of the Company to repurchase (or agree to repurchase) the H Shares of the Company on the Stock Exchange, or any other stock exchange on which the H Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange,

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

the CSRC and all other applicable laws in the PRC and Hong Kong in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate amount of H Shares of the Company authorised to be repurchased subject to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10% of the total amount of the H Shares in issue as at the date of the passing of this resolution;
- (c) the approval in sub-paragraph (a) above shall be conditional upon:
 - i. the passing of a special resolution at the AGM with the same terms (except for this subparagraph (c)(i)) as the resolutions passed at the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting separately for such purpose;
 - ii. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and
 - iii. the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 30 of the articles of association of the Company;
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - i. make such amendments to the articles of association of the Company accordingly as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in sub-paragraph (a) above; and
 - ii. file the amended articles of association of the Company with the relevant governmental authorities of the PRC and Hong Kong in accordance with all applicable laws, regulations and/or requirements of the relevant governmental authorities.

For the purposes of this resolution:

"H Share(s)" means the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange; and

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- B. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the PRC to be held; or
- C. the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by holders of H Shares or holders of Domestic Shares in a class meeting.

By order of the Board
Fuguiniao Co., Ltd.
Lam Wo Ping
Chairman

Hong Kong, 15 May 2017

Notes:

- 1. In order to ascertain the entitlement of Shareholders to attend and vote at the Domestic Shareholders' Class Meeting, the domestic share register of members of the Company will be closed from Tuesday, 30 May 2017 to Friday, 30 June 2017 (both days inclusive), during which periods no transfer of Shares will be registered.
- 2. In order to qualify for attending and voting at the Domestic Shareholders' Class Meeting, holders of Domestic Shares shall lodge relevant share transfer documents to the Company's registered office in the PRC for registration before 4:30 p.m. on Monday, 29 May 2017.
- 3. Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
- 4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
- 5. In order to be valid, the proxy form must be deposited, for the holders of Domestic Shares, to the Company's registered office in the PRC, not less than 24 hours before the time for holding the Domestic Shareholders' Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

6. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the Domestic Shareholders' Class Meeting. If corporate Shareholders appoints authorised representative to attend the Domestic Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
7. Shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the registered office of the Company in the PRC on or before Saturday, 10 June 2017.
8. The Domestic Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who intend to attend the Domestic Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
9. The registered office of the Company in the PRC is as follows:

Fuguiniao Industrial Park,
East Section, Baqi Road,
Shishi City,
Fujian Province,
The PRC
10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the Domestic Shareholders' Class Meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Domestic Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the executive Directors are Mr. Lam Wo Ping (Chairman), Mr. Lam Wing Ho, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Hong Huihuang, and the independent non-executive Directors are Mr. Wang Zhiqiang, Ms. Long Xiaoning, Ms. Chan Wah Man, Carman and Mr. Cheung Ming Hung.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



富貴鳥股份有限公司 FUGUINIAO CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1819)

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES

Notice is hereby given that the class meeting (the “H Shareholders’ Class Meeting”) of the holders of H shares (“H Shares”) of Fuguiniao Co., Ltd. (the “Company”) will be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC on Friday, 30 June 2017 immediately after the conclusion of the class meeting of the holders of the Domestic Shares of the Company to be held on the same date to consider and, if thought fit, to pass the following resolutions. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the “Shareholders”) dated 15 May 2017 of which this notice forms part (the “Circular”) shall have the same meanings when used herein.

SPECIAL RESOLUTIONS

1. THAT:
 - (a) subject to paragraph (c) below, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with not more than 20% of each of the H Shares and the Domestic Shares of the Company, either separately or concurrently, and to make or grant offers, agreements or options, including warrants to subscribe for such Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;

NOTICE OF H SHAREHOLDERS' CLASS MEETING

(c) the aggregate amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, whether Domestic Shares or H Shares, by the Directors of the Company pursuant to the approval in paragraph (a) above, shall not exceed:

- 20 per cent of the total amount of the Domestic Shares of the Company in issue as at the date of this resolution; and/or
- 20 per cent of the total amount of the H Shares of the Company in issue as at the date of this resolution;

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) the approval in sub-paragraph (a) above shall be conditional upon:

- i. the passing of a special resolution at the AGM with the same terms (except for this subparagraph (d)(i)) as the resolutions passed at the Class Meeting for holder(s) of H Shares and the Class Meeting for the holder(s) of Domestic Shares to be convened separately for such purpose;
- ii. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and

the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (as amended from time to time) and only if all necessary approvals, if any, from the CSRC and/or other relevant PRC government authorities are obtained; and

(e) contingent on the Board resolving to issue Shares pursuant to sub-paragraphs (a) to (d) of this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreements);
- ii. to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and

NOTICE OF H SHAREHOLDERS' CLASS MEETING

- iii. to increase the registered capital of the Company in accordance with the actual increase of capital by issuing Shares pursuant to sub-paragraphs (a) to (d) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.

For the purposes of this resolution:

"Domestic Share(s)" means the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities;

"H Share(s)" means the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**); and

"Relevant Period" means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- B. the expiration of the 12-month period following the passing of this resolution; or
- C. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the PRC to be held; or
- D. the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

2. **THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase (or agree to repurchase) the H Shares of the Company on the Stock Exchange, or any other stock exchange on which the H Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the CSRC and all other applicable laws in the PRC and Hong Kong in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (b) the aggregate amount of H Shares of the Company authorised to be repurchased subject to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10% of the total amount of the H Shares in issue as at the date of the passing of this resolution;
- (c) the approval in sub-paragraph (a) above shall be conditional upon:
 - i. the passing of a special resolution at the AGM with the same terms (except for this subparagraph (c)(i)) as the resolutions passed at the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting to be convened separately for such purpose;
 - ii. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and
 - iii. the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 30 of the articles of association of the Company;
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - a. make such amendments to the articles of association of the Company accordingly as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in sub-paragraph (a) above; and
 - b. file the amended articles of association of the Company with the relevant governmental authorities of the PRC and Hong Kong in accordance with all applicable laws, regulations and/or requirements of the relevant governmental authorities.

For the purposes of this resolution:

“**H Share(s)**” means the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange; and

NOTICE OF H SHAREHOLDERS' CLASS MEETING

"Relevant Period" means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- B. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the PRC to be held; or
- C. the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by holders of H Shares or holders of Domestic Shares at a respective class meeting.

By order of the Board
Fuguiniao Co., Ltd.
Lam Wo Ping
Chairman

Hong Kong, 15 May 2017

Notes:

1. In order to ascertain the entitlement of Shareholders to attend and vote at the H Shareholders' Class Meeting, the H share register of members of the Company will be closed from Tuesday, 30 May 2017 to Friday, 30 June 2017 (both days inclusive), during which periods no transfer of Shares will be registered.

In order to qualify for attending and voting at the H Shareholders' Class Meeting, holders of H Shares shall lodge relevant share transfer documents with the Company's H Share registrar in Hong Kong for registration before 4:30 p.m. on Monday, 29 May 2017.

2. Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time for holding the H Shareholders' Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the H Shareholders' Class Meeting. If corporate Shareholders appoints authorised representative to attend the H Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the H Shareholders' Class Meeting.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

6. Shareholders who intend to attend the H Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the Company's H Shares registrar in Hong Kong on or before Saturday, 10 June 2017.
7. The H Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who intend to attend the H Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Company's H shares registrar in Hong Kong is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong
9. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the H Shareholders' Class Meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the H Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the executive Directors are Mr. Lam Wo Ping (Chairman), Mr. Lam Wing Ho, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Hong Huihuang, and the independent non-executive Directors are Mr. Wang Zhiqiang, Ms. Long Xiaoning, Ms. Chan Wah Man, Carman and Mr. Cheung Ming Hung.