

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



FUGUINIAO CO., LTD.

富貴鳥股份有限公司

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

**REQUISITION OF SHAREHOLDER'S GENERAL MEETING
BY SHAREHOLDERS
PROPOSED REMOVAL OF INDEPENDENT NON-EXECUTIVE DIRECTORS
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR AND
PROPOSED CHANGE OF AUDITOR**

This announcement is made by Fuguiniao Co., Ltd (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

REQUISITION NOTICE

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce that on 21 November 2016, the Board received a requisition notice in writing dated 16 November 2016 (the “**Requisition Notice**”) from Chen Xianqin, Wu Guangyan, Cai Lianye, Huang Yinhe and Hong Yuhui (the “**Requisition Shareholders**”) in which the Requisition Shareholders requested the Board to submit the following resolutions for shareholders' consideration and approval at a shareholder's general meeting of the Company:

- (i) the proposed removal of Ms. Chan Wah Man, Carman as an independent non-executive Director;
- (ii) the proposed removal of Ms. Long Xiaoning as an independent non-executive Director;
- (iii) the proposed appointment of Mr. Gu Changchun as an executive Director;
- (iv) the proposed appointment of Mr. Mak Wing Chun as an independent non-executive Director;

- (v) the proposed removal of KPMG as auditor of the Company; and
- (vi) the proposed appointment of Elite Partners CPA Limited as auditor of the Company.

The Board, having considered the details of the requisition as contained in the Requisition Notice, has resolved to convene a special general meeting and propose the foregoing resolutions at the forthcoming special general meeting pursuant to the Requisition Notice.

Save for the biography of the proposed directors, the Requisition Notice has not set out any reasons and/or information and/or grounds in respect of the said proposed removal of independent non-executive Directors and appointment of executive Director and independent non-executive Director and/or the proposed change of auditor. Accordingly, the Board is not able to provide shareholders with any reasons and/or any information and/or grounds in respect of the said proposed removal and appointment of Directors and change of auditor for consideration.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Requisition Shareholders in aggregate hold 42,717,400 H-shares, representing approximately 3.19% of the total issued share capital of the Company as at the date of the Requisition Notice.

APPLICABLE LAWS

Pursuant to Article 81 of the articles of association of the Company, shareholder(s), individually or together, holding more than 3% of the shares shall have the right to submit to the Company proposed resolutions at a general meeting of the Company. The shareholder(s) individually or together holding more than 3% of the shares may submit extra proposed resolutions in writing to the convener of a general meeting 10 days prior to the meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extra proposed resolutions within 2 days after receipt thereof.

DETAILS OF THE PROPOSED DIRECTORS

The biography of Mr. Gu Changchun is summarized as follows:

Mr. Changchun Gu, age 41. He is a Chinese national and does not have right of abode in other countries. He obtained a Master Degree in Business Administration from Royal Roads University. Mr. Gu has over twenty one years of experience in the footwear and clothing industry. Mr. Gu was the Regional Sales Manager of Northwest China and the branch Manager between August 1995 and November 2007 at Jiangsu Senda Group Co., Ltd. He was the Regional Sales Manager of Northwest China at Belle International Holdings Limited between November 2007 and May 2009. He worked at Suzhou Sunday Shoes Co. Ltd. (蘇州星期天鞋業有限公司) as General Manager between May 2009 and March 2010. He joined the Company since March 2010 as the Regional Sales Manager of Northwest China and Brand General Manager of ANYWALK. Mr. Gu completed the EMBA class for West China Entrepreneur (西部企業家EMBA課程高級研修班) held by China Training Center of Senior Civil Servants between December 2006 and May 2008. He also attended the Business Model Innovation and Capital Operations course at the Peking University between June 2012 and December 2013.

The biography of Mr. Mak Wing Chun is summarized as follows:

Mr. Mak Wing Chun, is a Hong Kong permanent resident. He does not have right of abode in other countries. He is one of the members of the Association of Chartered Certified Accountants (ACCA). Mr. Mak was the Chief Financial Officer and the Accounting Manager at China Zenith Chemical Group Limited between April 2010 and June 2016. He worked in various reputable international accounting firms and has over 9 years of experience in auditing and accounting. Mr. Mak graduated from the City University of Hong Kong with a bachelor degree in Accounting.

Save as otherwise disclosed in this announcement, Mr. Gu Changchun and Mr. Mak Wing Chun each confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; (iv) he is not connected and has no relationship with any Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company; (v) no other information that relates to him is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules; and (vi) there are no other matters relating to him that need to be brought to the attention of the Shareholders.

Further announcement(s) and/or circular in relation to the matters raised under the Requisition Notice will be made by the Company as and when appropriate.

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

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the H shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 September 2016. Trading in the H shares of the Company will remain suspended until further notice.

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

Hong Kong, 22 November 2016

As at the date of this announcement, the executive Directors are Mr. Lam Wo Ping, 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.