

**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.

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**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)**

**DIRECTORS' REPORT FOR THE YEAR 2014,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2014,  
ANNUAL REPORT FOR THE YEAR 2014,  
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR 2014,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2014,  
AUTHORISATION TO THE BOARD TO DETERMINE THE INTERIM  
PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR 2015,  
EXTERNAL AUDITORS' FEES FOR THE YEAR 2014,  
RE-APPOINTMENT OF KPMG AS THE COMPANY'S EXTERNAL AUDITORS,  
RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,  
PROPOSED FACILITY FINANCING BY THE COMPANY  
AND  
NOTICE OF AGM**

A notice convening the AGM 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 Monday, 11 May 2015 is set out on pages 11 to 14 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form 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 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

26 March 2015

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## 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 Monday, 11 May 2015
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Fuguiniao Co., Ltd. (富貴鳥股份有限公司), a joint stock company incorporated in the PRC with limited liability
“Chairman”	the chairman of the Board
“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
“Group”	the Company and its subsidiary
“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
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 March 2015, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice of the AGM as set out on pages 11 to 14 of this circular

## DEFINITIONS

“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholders”	Holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

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:*

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

*Non-executive Director:*

Mr. Zhai Gang

*Principal place of business*

*in Hong Kong:*  
Room 1908  
19/F, West Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Independent non-executive Directors:*

Mr. Wang Zhiqiang  
Ms. Long Xiaoning  
Mr. Li Yuzhong  
Ms. Chan Wah Man, Carman

26 March 2015

*To the Shareholders,*

Dear Sir/Madam,

**DIRECTORS' REPORT FOR THE YEAR 2014,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2014,  
ANNUAL REPORT FOR THE YEAR 2014,  
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR 2014,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2014,  
AUTHORISATION TO THE BOARD TO DETERMINE THE INTERIM  
PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR 2015,  
EXTERNAL AUDITORS' FEES FOR THE YEAR 2014,  
RE-APPOINTMENT OF KPMG AS THE COMPANY'S EXTERNAL AUDITORS,  
RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,  
PROPOSED FACILITY FINANCING BY THE COMPANY  
AND  
NOTICE OF AGM**

**INTRODUCTION**

The purpose of this circular is to give you the Notice and provide you with relevant information to enable you to make informed decision on whether to vote for or against the

## LETTER FROM THE BOARD

resolutions (among others) to be proposed at the meeting for the following issues, to be approved by way of ordinary resolutions:

### ORDINARY RESOLUTIONS

- (1) Directors' report for the year 2014;
- (2) Report of the board of Supervisors for the year 2014;
- (3) Annual report for the year 2014;
- (4) The Group's audited consolidated financial statements for the year 2014;
- (5) Profit distribution plan for the year 2014;
- (6) Authorisation to the Board to determine the interim profit distribution plan of the Company for the year 2015;
- (7) External auditors' fees for the year 2014;
- (8) Re-appointment of KPMG as the Company's external auditors;
- (9) Re-election of an independent non-executive Director; and
- (10) Proposed facility financing by the Company.

#### **(1) DIRECTORS' REPORT FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the Directors' report for the year 2014, the text of which is set out in the Company's annual report dispatched on 26 March 2015.

#### **(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the report of the board of Supervisors for the year 2014, the text of which is set out in the Company's annual report dispatched on 26 March 2015.

#### **(3) ANNUAL REPORT FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2014 dispatched on 26 March 2015.

#### **(4) THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the Group's audited consolidated financial statements for the year ended 31 December 2014, the text of which is set out in the Company's annual report dispatched on 26 March 2015.

## LETTER FROM THE BOARD

### (5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2014

According to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year 2014.

The Board proposed the distribution of a final dividend of RMB0.35 per ordinary share (before tax) and RMB187,218,220 in aggregate (before tax) for the year ended 31 December 2014. Such dividends will be paid to holders of Domestic Shares in RMB and to holders of H Shares in HK\$. The actual amount of H Share dividend paid in Hong Kong dollars will be calculated according to the average closing exchange rate of RMB against Hong Kong dollars as published by the People's Bank of China for one calendar week preceding the date of AGM. If the above profit distribution proposal is approved by the Shareholders at the AGM, the final dividend will be paid to the holders of H Shares whose names appear on the register of members for H Shares of the Company on Wednesday, 20 May 2015.

In order to determine the holders of Shares who are entitled to the receipt of the abovementioned 2014 final dividend, the register of members of the Company will be closed from Friday, 15 May 2015 to Wednesday, 20 May 2015, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2014 (subject to the approval of the Shareholders), unregistered holders of H Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 May 2015.

The Board recommends Shareholders to authorise the Board to implement the above profit distribution plan, and authorise the Board to further grant its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan, having obtained the above authority.

Pursuant to the Corporate Income Tax Law of the PRC and its implementation rules and other relevant rules, where the Company distributes the proposed final dividend for the year ended 31 December 2014 to nonresident enterprise shareholders whose names appear on the register of members for H shares of the Company, it is required to withhold corporate income tax. The applicable tax rate is generally 10% and can be reduced to 5%, depending on the tax treaties between the PRC and those countries or regions where the non-resident enterprises reside if certain criteria are met. Any H shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as shares being held by non-resident enterprise shareholders, and consequently will be subject to the withholding of the corporate income tax.

## LETTER FROM THE BOARD

Pursuant to the PRC Individual Income Tax Law, the Implementation Regulations of the Individual Income Tax Law, the Tentative Measures on Withholding and Payment of Individual Income Tax and other relevant laws and regulations, the foreign individuals who are the holders of H shares shall pay individual income tax at a tax rate of 20% upon their receipt of distribution of dividend from domestic enterprises which issued such H shares, which shall be withheld and paid by such domestic enterprises on behalf of the such individual H shareholders. However, the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax effective from 13 May 1994 (the “1994 Notice”) grants exemption to foreign individuals from PRC individual income tax on dividend from foreign-invested enterprises. Since the Company is a “foreign-invested enterprise” as approved by the relevant PRC authorities, the individual Shareholders who hold the Company’s H shares and whose names appear on the register of members of H Shares of the Company (the “**Individual H Shareholders**”) are not required to pay PRC individual income tax when the Company distributes the final dividend for the year ended 31 December 2014 based on the 1994 Notice. Therefore, the Company will not withhold any amount of the such final dividend to be distributed to the Individual H Shareholders to pay the PRC individual income tax.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the holders of H Shares or any disputes over the withholding mechanism or arrangements. Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares of the Company in the PRC and in Hong Kong and other tax effects.

### **(6) AUTHORISATION TO THE BOARD TO DETERMINE THE INTERIM PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR 2015**

An ordinary resolution will be proposed at the AGM to authorise the Board to determine the interim profit distribution plan of the Company for the year 2015.

### **(7) EXTERNAL AUDITORS’ FEES FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the fees paid or payable to the external auditors of the Company, KPMG, for the year ended 31 December 2014.



## LETTER FROM THE BOARD

During the year ended 31 December 2014, the total fees paid or payable to KPMG or its affiliated firms in respect of all services provided to the Company was RMB3.83 million. The fees paid or payable comprise service charges for the following:

	<b>2014</b>
	<i>RMB'000</i>
Statutory audit of annual financial statements	2,600
Review of interim results	800
Reporting accountant service in relation to debt issue	350
Statutory audit of certain subsidiaries	80

### **(8) RE-APPOINTMENT OF KPMG AS THE COMPANY'S EXTERNAL AUDITORS**

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

### **(9) RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

On 30 June 2014, Mr. Zhang Huaqiao tendered his resignation as an independent non-executive Director and the chairman of the remuneration committee of the Board due to his other business and professional endeavors which require more of his attention and dedication. To fill the vacancy arising from the resignation of Mr. Zhang Huaqiao, Ms. Chan Wah Man, Carman was appointed as an independent non-executive Director and chairlady of the remuneration committee of the Board on the same date. Ms. Chan shall hold office as an independent non-executive Director until the AGM, and shall then be eligible for re-election at the AGM. Therefore, the Board recommends the Shareholders to approve the re-election of Ms. Chan Wah Man, Carman as an independent non-executive Director for a term from the approval at the AGM to the expiration of the first session of the Board on 28 June 2015.

The Board also recommends the Shareholders to approve and authorise the remuneration committee of the Board to determine, upon the re-election of Ms. Chan as an independent non-executive Director being approved at the AGM, the remuneration of Ms. Chan since 30 June 2014 according to the Company's internal policies, and to authorise the Chairman or any executive Director to enter into a service contract with Ms. Chan and handle all other relevant matters on behalf of the Company upon the re-election of Ms. Chan being approved at the AGM. The Company will disclose Ms. Chan's remuneration in its annual reports.

## LETTER FROM THE BOARD

### **Information on Ms. Chan Wah Man, Carman**

Ms. Chan Wah Man, Carman, aged 46, possesses 21 years of solid experience in private equity, corporate finance and financial advisory. She currently works as Head of Private Equity Department in Wallbanck Brothers Securities (Hong Kong) Limited. She worked as Associate Director at Rabobank International Hong Kong Branch, handling mergers and acquisitions and corporate advisory deals from February 2008 to April 2009. Prior to joining Rabobank, Ms. Chan worked in various companies in fund raising activities and assisted companies in the preparation of initial public offerings from January 2004 to January 2008. Ms. Chan worked as Associate Director in Baring Capital Partners, ING Group from March 1998 to August 2001 and Suez Asia (Hong Kong) Limited from January 2002 to December 2003, in private equity investments, corporate advisory and fund monitoring. Ms. Chan also worked for the corporate finance team at Seapower Financial Services Group from March 1996 to February 1998. Ms. Chan was previously appointed as an independent non-executive director of Man Wah Holdings Limited, a company listed on the Stock Exchange (stock code: 1999) from March 2010 to July 2012, and Daqing Dairy Holdings Limited (formerly known as Global Dairy Holdings Limited), a company listed on the Stock Exchange (stock code: 1007) from October 2010 to June 2012.

Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant (Australia), and has a licence to conduct Type 6 regulated activity (advising on corporate finance) and Type 9 regulated activity (asset management) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Ms. Chan obtained a bachelor's Degree in Science from Bemidji State University, Minnesota State, the United States of America in July 1993, and a distance learning degree in Masters of Accounting from Curtin University of Technology, Australia in November 1999.

Save as disclosed above, Ms. Chan does not, and did not in the last three years, hold any directorship in listed companies; and she does not have any other relationship with any Directors, Supervisors, senior management member, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Chan did not hold any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board considers that there is no other information relating to Ms. Chan required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

## LETTER FROM THE BOARD

### (10) PROPOSED FACILITY FINANCING BY THE COMPANY

In order to meet the funds required for the operation and development of the Company, in the year 2015, the Company intends to apply for the following comprehensive credit facilities from 4 banks:

<b>Name of Bank Granting Facility</b>	<b>Facility Amount to be Applied for</b>	<b>Facility Period</b>
Agricultural Bank of China Limited (Shishi Branch)	RMB200 million	3 years
China Minsheng Banking Corp Ltd. (Quanzhou Branch)	RMB300 million	3 years
Bank of China Limited (Shishi Branch)	RMB350 million	3 years
Industrial Bank Co., Ltd. (Shishi Branch)	RMB150 million	3 years
Total	<u>RMB1 billion</u>	

The Company proposes that the Shareholders to approve the above facility financing and authorise the Chairman and other authorised representatives of the Chairman to handle all relevant matters in relation to the facility financing.

### NOTICE OF THE AGM

The AGM will be held at the meeting room of 4th Floor, Office Building, Fuguiniaio Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC at 9:00 a.m. on Monday, 11 May 2015. The Notice of the AGM is set out on pages 11 to 14 of this circular.

### CLOSURE OF BOOKS

The register of members of the Company will be closed from Saturday, 11 April 2015 to Monday, 11 May 2015, 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, 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 Fuguiniaio 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 Friday, 10 April 2015.

The register of members will be closed from Friday, 15 May 2015 to Wednesday, 20 May 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to be qualified for receiving the dividend, all transfer documents of the holders of H shares of the Company must be lodged at our H shares Registrar at Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th

## LETTER FROM THE BOARD

Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 14 May 2015.

### ATTENDANCE SLIP AND PROXY FORM

If you are eligible and intend to attend the AGM, please complete and return the attendance slip, 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 or any adjournment thereof.

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form, 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 the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the Notice set out at the end of this circular must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. 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.

### RECOMMENDATION

The Board considers that all resolutions set out in the Notice 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 Notice which are to be proposed at the AGM.

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

# NOTICE OF 2014 ANNUAL GENERAL MEETING



## 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 2014 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 2014 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 Monday, 11 May 2015 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2014;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2014;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2014;
4. To receive, consider and approve the Group's audited consolidated financial statements for the year ended 31 December 2014;
5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2014, namely, the proposed distribution of a final dividend of RMB0.35 per ordinary share (before tax) and RMB187,218,220 in aggregate (before tax) for the year ended 31 December 2014;
6. To consider and authorise the Board to determine the interim profit distribution plan of the Company for the year 2015;
7. To consider and approve the Company's external auditors' fees for the year ended 31 December 2014;

## NOTICE OF 2014 ANNUAL GENERAL MEETING

8. To consider and approve the re-appointment of KPMG as the Company's external auditors for a term until the conclusion of the annual general meeting of the Company to be held in 2016, and to authorize the Board and authorised person of the Board to determine its remuneration;
9.
  - (a) To consider and approve the re-election of Ms. Chan Wah Man, as an independent non-executive Director;
  - (b) To consider and authorise the remuneration committee of the Board to determine, upon the re-election of Ms. Chan as the independent non-executive Director being approved at the AGM, the remuneration of Ms. Chan since 30 June 2014 according to the Company's internal policies;
  - (c) To consider and authorise the Chairman of the Board (the "Chairman") or any executive Director to enter into a service contract with Ms. Chan and handle all other relevant matters on behalf of the Company upon the re-election of Ms. Chan being approved at the AGM; and
10.
  - (a) To consider and approve the facility financing by the Company; and
  - (b) To consider and approve the Chairman and other authorised representatives of the Chairman to handle all relevant matters in relation to the facility financing.

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

Hong Kong, 26 March 2015

## NOTICE OF 2014 ANNUAL GENERAL MEETING

*Notes:*

1. The register of members of the Company will be closed from Saturday, 11 April 2015 to Monday, 11 May 2015, 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 Friday, 10 April 2015.
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 Monday, 20 April 2015.
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

## NOTICE OF 2014 ANNUAL GENERAL MEETING

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, the non-executive Director is Mr. Zhai Gang, and the independent non-executive Directors are Mr. Wang Zhiqiang, Ms. Long Xiaoning, Mr. Li Yuzhong and Ms. Chan Wah Man, Carman.*