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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)

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;

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
Fuginiao Co., Ltd.
Lam Wo Ping
Chairman

Hong Kong, 26 March 2015

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
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.