



FUGUINIAO CO., LTD.

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

(the “Company”)

Stock Code: 1819

Procedures for Shareholders to Propose a Person for Election as a Director at a General Meeting of the Company

The following procedures are subject to the articles of association (the “**Articles**”) of the Company, the PRC Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable laws and regulations.

Pursuant to the Articles, directors of the Company (the “**Directors**”) shall be elected by the shareholders of the Company (the “**Shareholders**”) at a general meeting of the Company.

To propose any candidate for election as a Director at an annual general meeting of the Company (“**AGM**”), Shareholders holding not less than 3% of the issued share capital of the Company with voting rights at a general meeting of the Company should submit such proposals in writing to the board of Directors (the “**Board**”) no later than 10 days before the AGM. The Board shall inform other Shareholders of the proposals within two days after the receipt of such proposals and include the relevant matters in the agenda of the AGM.

To convene an extraordinary general meeting of the Company (“**EGM**”) and propose any candidate for election as Director at the EGM, one or more Shareholders in aggregate holding not less than 10% of the issued share capital of the Company with voting rights at a general meeting of the Company, may by written requisition to require an EGM to be convened by the Board. Provided that the contents of the requisitions are proper and in order, the Board shall hold an EGM within two months after the Board receives such requisition. If the Board does not issue a notice for the EGM within 30 days after receipt of the above written requisition or is unable to or does not convene the EGM, the supervisory committee of the Company (the “**Supervisory Committee**”) shall convene the EGM promptly. If the Supervisory Committee does not convene the EGM, one or more Shareholders in aggregate holding more than 10% of the issued share capital of the Company in 90 successive days may proceed to convene such EGM himself/herself (themselves) four months after the Board receives such written requisition. All reasonable expenses for convening the EGM incurred by such Shareholders shall be borne by the Company.

In addition, to propose any candidate for election as Director at any general meeting, the minimum length of the period, during which notice to the Company of the intention to propose such candidate for election as a Director and during which notice to the Company by such candidate of his willingness to be elected may be given, will be at least 7 days. The period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the general meeting

appointed for such election and end no later than 7 days prior to the date of such meeting.

In order to enable Shareholders to make an informed decision on their election of Directors, the written notice to propose a person for election of a Director must state the full name of the proposed Director, his/her biographical details as required under Rule 13.51(2) of the Listing Rules, and a notice signed by the proposed Director indicating his/her willingness to be elected and written consent to the publication of his/her personal data. Provided that the contents of the proposals are proper and in order, the Company will include the resolution in the agenda for the AGM or the EGM, as applicable.

Shareholders may send their proposals and requisitions by addressing them to Mr. Liu Guodong, the secretary of the Company by mail at Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, The PRC or by email at simonliu@fuguiniao.com. The secretary will forward such proposal and requisitions to the Board and the Supervisory Committee, as appropriate.

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