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FUGUINIAO CO., LTD.

富貴鳥股份有限公司

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

**(1) APPOINTMENT OF COMPANY SECRETARY
AND AUTHORISED REPRESENTATIVE; AND
(2) UPDATE ON PROGRESS OF FULFILLMENT OF
RESUMPTION CONDITIONS**

This announcement is made by Fuguiniao Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.24A, 13.49(6) and 13.48(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

References are made to the announcements of the Company dated 31 August 2016, 22 September 2016, 11 April 2017, 9 May 2017, 18 May 2017, 31 May 2017, 23 June 2017, 28 July 2017, 22 August 2017, 29 September 2017 and 23 October 2017.

(1) COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Reference is made to the announcement of the Company dated 10 January 2017 in respect of the resignation of Mr. Cheng Siu Chuen as the company secretary of the Company (the “**Company Secretary**”) and an authorised representative of the Company under Rule 3.05 of the Listing Rules and the authorised representative of the Company for accepting service of process or notice in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Authorised Representative**”) with effect from 9 January 2017 to focus on his other business engagement.

The Board is pleased to announce that Mr. Lam Man Kit (“**Mr. Lam**”) has been appointed as the Company Secretary and the Authorised Representative with effect from 24 November 2017.

Mr. Lam, the representative of Uni-1 Corporate Services Limited (“**Uni-1**”), is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He is currently an independent non-executive director of a company listed on the Main Board of the Stock Exchange and had served as a named company secretary for two companies listed on the Main Board of the Stock Exchange. Mr. Lam graduated with a bachelor degree of Business Administration from the University of Hong Kong. Mr. Lam had worked in an international audit firm and various public and private companies in Hong Kong, with over 10 years’ experience in handling listed company secretarial and compliance related matters.

The Board is also pleased to announce that the Company has engaged an external professional company secretarial services provider, Uni-1, to provide compliance and the full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment.

The Board would like to take this opportunity to welcome Mr. Lam to join the Company.

Following the above appointment, the Company has fulfilled (i) the requirement under Rule 3.05 of the Listing Rules that the Company shall appoint two authorised representatives; and (ii) the requirement under Rule 3.28 of the Listing Rules that the Company must appoint as its company secretary an individual who is capable of discharging the functions of company secretary.

(2) **UPDATE ON PROGRESS OF FULFILLMENT OF RESUMPTION CONDITIONS**

Special Committee

As disclosed in the announcement dated 11 April 2017, the Company established a special committee of the Board (the “**Special Committee**”) on 24 March 2017, which comprised of all the four independent non-executive Directors and one executive Director at the time of establishment, to handle matters relating to the resumption of trading in the H shares of the Company on the Stock Exchange. Further to the resignation of two independent non-executive Directors on 14 June 2017 and the appointment of Mr. Chung Wai Man as an independent non-executive Director with effect from 12 September 2017, the Board has resolved on 24 November 2017 to re-constitute the Special Committee to comprise of all the independent non-executive Directors only, namely Mr. Wang Zhiqiang, Mr. Cheung Ming Hung and Mr. Chung Wai Man.

The terms of reference of the Special Committee are, among other things: (i) to review and consider the investigation report issued by the independent consulting firm appointed to perform an investigation on certain guarantee(s) for related/connected party(ies) and to conduct a review of and make recommendation to improve the Company’s internal control system (as disclosed in the announcement of the Company dated 11 April 2017); and (ii) to handle any other matters relating to the resumption of trading in the H shares of the Company on the Stock Exchange.

Internal Control Review

As disclosed in the announcement dated 22 August 2017, the Company has engaged Pan-China Enterprise Risk Management Consulting Limited (“**Pan-China**”) as its internal control consultant to conduct a review of the internal control systems and procedures of the Group (the “**Internal Control Review**”). The Internal Control Review of the Group commenced on 18 September 2017 and Pan-China has conducted on-site visits and interviewed certain personnel of the relevant departments, etc. In mid-November, Pan-China had proposed for the Company’s consideration certain enhancements of cross-department procedures with a view to strengthen the control over the Company’s initiation, vetting, and approval of granting of corporate guarantees and the related disclosure procedures in compliance of the Listing Rules. Pan-China expects to complete the Internal Control Review by the end of November and make further recommendations (if any) to the Company for their consideration.

The Company and its advisers have been taking all appropriate actions to fulfill the resumption conditions as imposed by the Stock Exchange.

CONTINUED SUSPENSION OF TRADING

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

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

Hong Kong, 24 November 2017

As at the date of this announcement, the executive Directors are Mr. Lam Wo Ping, Mr. Lam Wing Ho, Mr. Lam Wo Sze and Mr. Hong Huihuang; and the independent non-executive Directors are Mr. Wang Zhiqiang, Mr. Cheung Ming Hung and Mr. Chung Wai Man.