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Feishang Non-metal Materials Technology Limited
飛尚非金屬材料科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8331)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Feishang Non-metal Materials Technology Limited (the “**Company**”) will be held at Plaza 1&2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 26 January 2018 at 5:00 p.m., Hong Kong or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT** Mr. Deng Li be and is hereby removed as a director of the Company pursuant to article 83(5) of the Article of Association with immediate effect upon passing of this resolution”;
2. “**THAT** Mr. Zhang Yongmin be and is hereby removed as a director of the Company pursuant to article 83(5) of the Article of Association with immediate effect upon passing of this resolution”;
3. “**THAT** Mr. Chan Chui Hung be and is hereby removed as a director of the Company pursuant to article 83(5) if the Article of Association with immediate effect upon passing of this resolution”;
4. “**THAT** Mr. Zheng Shuilin be and is hereby removed as a director of the Company pursuant to article 83(5) if the Article of Association with immediate effect upon passing of this resolution”;
5. “**THAT** Mr. Duan Xuechen be and is hereby removed as a director of the Company pursuant to article 83(5) if the Article of Association with immediate effect upon passing of this resolution”;
6. “**THAT** Mr. Zhang Qiang be and is hereby appointed as executive director of the Company with immediate effect upon passing of this resolution”;

7. “**THAT** Mr. Su Chun Xiang be and is hereby appointed as executive director of the Company with immediate effect upon passing of this resolution”;
8. “**THAT** Mr. Ko Yat Fei be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution”;
9. “**THAT** Mr. Chow Chi Hang Tony be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution”;
10. “**THAT** Ms. Shao Yu be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution”; and
11. “**THAT** each of the directors appointed to the Board during the period between 27 November 2017 and the time immediately before holding of the EGM be and is hereby removed as directors of the Company with immediate effect.”

By Order of the Board
Feishang Non-metal Materials Technology Limited
DENG Li
Executive Director

Hong Kong, 18 December, 2017

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in

Hong Kong:

Room 2204, Shun Tak Centre
200 Connaught Road Central
Sheung Wan
Hong Kong

As at the date of this notice, the Executive Directors are Mr. DENG Li, Mr. TSAI Nam Lun and Mr. ZHANG Yongmin; and the Independent Non-executive Directors are Mr. CHAN Chiu Hung Alex, Ms. CHAN Shuk Kwan Winnie, Ms. CHEUK Tat Yee and Ms. YIN Yi.

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. The Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be the Member. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. not later than Wednesday, 24 January 2018 at 5:00 p.m. (Hong Kong time)) or any adjournment thereof. The person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or its adjournment, not later than 24 hours before the time appointed for the taking of the poll and in default, the instrument of proxy shall not be treated as valid.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude the Member from attending and voting in person at the Meeting should the Member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM or any adjournment thereof, the register of members of the Company will be closed from Friday, 19 January 2018 to Friday, 26 January 2018, both days inclusive during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the EGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 18 January 2018.
8. A form of proxy for use at the Meeting is enclosed.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the day of its publication. This notice will also be published on the Company’s website at www.fsnmmaterials.com.