

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED

福晟國際控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 MAY 2019

Reference is made to the circular (the “**Circular**”) of Fullsun International Holdings Group Co., Limited (the “**Company**”) dated 23 April 2019 and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 23 April 2019. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Thursday, 30 May 2019 all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, there were 11,351,749,796 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder had any material interest in the resolutions and was required to abstain from voting on any of the resolutions at the AGM in accordance with the Listing Rules. None of the Shareholders was entitled to attend and abstain from voting in favour of any of the resolutions proposed at the AGM according to the Listing Rules. None of the Shareholders stated their intention in the Circular to vote against any of the resolutions or to abstain from voting at the AGM. As such, there were a total of 11,351,749,796 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling holders thereof to attend and vote on the resolutions proposed at the AGM.

Before the special resolution regarding the Share Premium Reduction was put to vote, the chairman informed the Shareholders that the Share Premium Reduction would become effective on the business day immediately following the date of passing of the resolution, which is in line with the definition of the Effective Date in the Circular. The special resolution set out in the Notice described the effective date as “the date of passing of this resolution”. The Company was of the view that such description set out in the Notice was a patent error. Accordingly, the Company made a clerical amendment to the special resolution such that it read as follows (with the amendment underlined):

“SPECIAL RESOLUTION

5. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“THAT

- (a) conditional upon compliance by the Company with all statutory requirements under section 46(2) of the Companies Act 1981 of Bermuda and the bye-laws of the Company (the “**Bye-laws**”), with effect from the business day immediately following the date of passing of this resolution (the “**Effective Date**”), RMB5,500,000,000 (equivalent to approximately HK\$6,277,106,000) standing to the credit of the share premium account of the Company as at the Effective Date be reduced and cancelled, and the credit arising therefrom be transferred to the contributed surplus account of the Company, which may be used in any manner permitted by the Bye-laws including, without limitation, to set off against the accumulated losses of the Company; and
- (b) any one or more Directors be and is/are hereby generally and unconditionally authorised to do all such acts, matters and things, prepare and execute all documents (under seal if applicable), and do all things they consider necessary, expedient and appropriate to give effect and implement any of the foregoing.””

The poll results in respect of the resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Directors ”) and auditor of the Company for the nine months ended 31 December 2018.	6,620,751,366 (100.00%)	0 (0.00%)
2.	(i) To re-elect each as a separate resolution, the following Directors:		
	(a) Mr. Tong Wentao, as an executive Director;	6,620,751,426 (100.00%)	0 (0.00%)
	(b) Mr. Pan Jungang, as an executive Director;	6,620,751,426 (100.00%)	0 (0.00%)
	(c) Mr. Li Jinrong, as an executive Director;	6,620,751,426 (100.00%)	0 (0.00%)
	(d) Mr. Tang Kwok Hung, as an executive Director; and	6,620,751,426 (100.00%)	0 (0.00%)
	(e) Mr. Yang Xiaoping as an independent non-executive Director.	6,620,751,426 (100.00%)	0 (0.00%)
	(ii) To authorize the board of Directors to fix the Directors’ remuneration.	6,620,751,426 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the board of Directors to fix the auditor’s remuneration.	6,620,751,426 (100.00%)	0 (0.00%)
4A.	To grant a general mandate to the Directors to allot, issue and deal with the Shares not exceeding 20% of the issued Shares.	6,620,743,976 (99.99%)	7,450 (0.01%)
4B.	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the issued Shares.	6,620,751,426 (100.00%)	0 (0.00%)
4C.	To add the repurchased Shares to the general mandate granted to the Directors under Resolution 4A.	6,620,743,976 (99.99%)	7,450 (0.01%)
SPECIAL RESOLUTION			
5.	To approve the reduction of share premium and application of contributed surplus to offset the accumulated losses of the Company as set out in Resolution 5 in the Notice (amended as aforesaid).	6,620,751,426 (100.00%)	0 (0.00%)

Note: The number of Shares and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.

As more than 50% of the votes were cast in favour of Resolutions 1 to 4C, all such resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of Resolution 5, such resolution was duly passed as a special resolution of the Company.

By order of the Board
Fullsun International Holdings Group Co., Limited
Pan Weiming
Chairman

Hong Kong, 30 May 2019

As at the date of this notice, the board of Directors comprises eight executive Directors, namely Mr. Pan Weiming, Mr. Tong Wentao, Mr. Pan Jungang, Ms. Chen Weihong, Ms. Wu Jihong, Mr. Wu Yang, Mr. Li Jinrong and Mr. Tang Kwok Hung, and four independent non-executive Directors, namely Dr. Cheung Wai Bun, Charles J.P., Dr. Tse Hiu Tung, Sheldon, Mr. Yang Xiaoping and Mr. Yuen Chee Lap, Carl.