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**Fullshare Holdings Limited**  
**豐盛控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 607)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Fullshare Holdings Limited (the “**Company**”) will be held at VIP Meeting Room 1, Grand Wuji Hotel – the Unbound Collection By Hyatt, No. 119 Software Avenue, Nanjing City, Jiangsu Province, China on Wednesday, 16 June 2021 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

**ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the equity transfer agreement (the “**Equity Transfer Agreement**”) dated 30 March 2021 entered into among Nanjing Gear Enterprise Management Co., Ltd.\* (南京高齒企業管理有限公司) (the “**Vendor**”, a non-wholly owned subsidiary of the Company), being vendor, Shanghai Wensheng Asset Management Co., Ltd. (上海文盛資產管理股份有限公司) (the “**Purchaser**”), being purchaser, and Nanjing High Speed Gear Manufacturing Co., Ltd.\* (南京高速齒輪製造有限公司) (“**Nanjing High Speed**”, a non-wholly owned subsidiary of the Company) (a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification), in relation to:
  - (i) the disposal of 43% of the equity interest in Nanjing High Speed (the “**Sale Interest**”) by the Vendor to Shanghai Qiwo Enterprise Management Partnership (Limited Partnership)\* (上海其沃企業管理合夥企業(有限合夥)) (the “**Transferee**”) at a consideration of RMB4.3 billion and the transactions contemplated thereunder (the “**Disposal**”), be and are hereby approved, ratified and confirmed; and
  - (ii) grant of put option by the Vendor to the Transferee, pursuant to which the Transferee is entitled to, upon the occurrence of certain specified events, request the Vendor to repurchase all the equity interest of Nanjing High Speed acquired by the Transferee pursuant to the Disposal (the “**Put Option**”), be and is hereby approved, ratified and confirmed; and

- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised to do all such acts and things and execute all such other or further documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Disposal, the Put Option and the terms of, or the transactions contemplated under the Equity Transfer Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By Order of the Board  
**Fullshare Holdings Limited**  
**Ji Changqun**  
*Chairman*

Hong Kong, 26 May 2021

*Principal place of business in Hong Kong:*

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Admiralty Centre Tower 1  
18 Harcourt Road  
Admiralty, Hong Kong

*Registered Office:*

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P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote instead of him. A proxy need not be a member of the Company.
2. Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so wish. In the event that you attend the EGM after having lodged the form of proxy, it will be deemed to have been revoked.
3. Where there are joint holders of any share of the Company (the “**Share**”), any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the joint holder whose name stands first on the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
4. In order to be valid, the form of proxy for use at the EGM must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. The register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021 (both dates inclusive), during which period no transfer of shares in the Company will be registered. In order to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 9 June 2021.
6. As at the date of this notice, the executive Directors are Mr. Ji Changqun, Ms. Du Wei and Mr. Shen Chen and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Chow Siu Lui and Mr. Tsang Sai Chung.
7. The EGM is expected to be concluded within a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

\* *for identification purposes only*