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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: 00607)

**(1) COMPLETION OF SUBSCRIPTION OF
NEW SHARES UNDER GENERAL MANDATE**

AND

**(2) ADJUSTMENTS RELATING TO THE SHARE OPTIONS
UNDER THE SHARE OPTION SCHEME**

References are made to the announcement issued by Fullshare Holdings Limited (the “**Company**”) dated 28 July 2023 (the “**Announcement**”) in relation to the Subscription and the circular of the Company dated 30 July 2018 (the “**Circular**”) in relation to the adoption of the Share Option Scheme (as defined below). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the conditions of the Subscription have been fulfilled and Completion took place on 19 October 2023. 3,000,000,000 Zhang Subscription Shares, 2,156,000,000 Wu Subscription Shares and 150,000,000 Dai Subscription Shares or a total of 5,306,000,000 Subscription Shares were allotted and issued by the Company to Ms. Zhang, Mr. Wu and Ms. Dai respectively at the Subscription Price of HK\$0.03515 per Subscription Share pursuant to the terms and conditions of the Subscription Agreements. The aggregate net proceeds (after deduction of all relevant expenses) from the Subscription of approximately HK\$186.5 million will be applied in manner as disclosed in the Announcement.

EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE

The 5,306,000,000 Subscription Shares represent (i) approximately 19.99% of the issued share capital of the Company immediately before Completion; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The shareholding structure of the Company immediately before and after the Completion is set out below.

Name of Shareholders	Shareholding immediately prior to the Completion		Shareholding Immediately following the Completion	
	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>
Magnolia Wealth ^(Note)	7,624,782,954	28.74%	7,624,782,954	23.95%
Mr. Ji	909,510,000	3.43%	909,510,000	2.86%
Ms. Zhang	–	–	3,000,000,000	9.42%
Mr. Wu	–	–	2,156,000,000	6.77%
Ms. Dai	55,640,000	0.21%	205,640,000	0.65%
Other public Shareholders	<u>17,942,263,777</u>	<u>67.62%</u>	<u>17,942,263,777</u>	<u>56.35%</u>
Total	<u><u>26,532,196,731</u></u>	<u><u>100.0%</u></u>	<u><u>31,838,196,731</u></u>	<u><u>100.0%</u></u>

Note: The entire issued share capital of Magnolia Wealth is beneficially owned by Mr. Ji.

ADJUSTMENTS RELATING TO THE SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

The share option scheme was adopted by the Company which was approved by the Shareholders at the Company’s extraordinary general meeting held on 17 August 2018 (the “**Share Option Scheme**”). The Share Option Scheme expired on 16 August 2023 and no further share options may be granted under the Share Option Scheme thereafter. The outstanding share options shall remain valid, and the vesting and exercise of which remain subject to the conditions for vesting and exercise in accordance with the Share Option Scheme. The details of the Share Option Scheme are set out in the Circular.

Pursuant to the Share Option Scheme, in the event of any alteration in the capital structure of the Company whilst any share option granted under the Share Option Scheme (the “**Share Option(s)**”) remains exercisable, whether by way of share placing or private placing, corresponding alterations (if any) shall be determined and made to the exercise price and number of Share Option(s) with reference to the principle listed in the Share Option Scheme.

The Board announces that, upon Completion, adjustments are made to the exercise price and the number of Shares falling to be issued upon the exercise of the outstanding Share Options pursuant to the relevant terms of the Share Option Scheme.

The exercise price of the outstanding Share Options and the number of Shares falling to be issued upon the exercise of the outstanding Share Options are adjusted in the following manner:

Date of grant of the outstanding Share Options	Immediately before the Subscription		Immediately after the Subscription	
	Exercise price per Share (HK\$)	Number of Shares to be issued upon full exercise of the outstanding Share Options	Adjusted exercise price per Share (HK\$)	Adjusted number of Shares to be issued upon full exercise of the outstanding Share Options
14 December 2018	2.43	9,773,357	2.97	7,986,101

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

Baker Tilly Hong Kong Limited, the auditor of the Company, has confirmed in writing the mathematical accuracy of the calculation of the adjustments made to the exercise price and the number of Shares falling to be issued upon the exercise of the outstanding Share Options and the said adjustments are in compliance with the requirements set out in the relevant terms of the Share Option Scheme and Rule 17.03(13) of the Listing Rules.

By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 19 October 2023

As at the date of this announcement, the executive Directors are Mr. Ji Changqun, Ms. Du Wei, Mr. Shen Chen and Mr. Ge Jinzhu; and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Tsang Sai Chung and Mr. Huang Shun.