



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

Form of proxy for use by shareholders at the Extraordinary General Meeting to be convened on Thursday, 30 November 2023 at 2:00 p.m. (and at any adjournment thereof)

I/We^(note a) _____ of _____ being the holder(s) of _____^(note b) shares of Fullshare Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or _____ of _____ to act as my/our proxy^(note c) at the extraordinary general meeting of the Company (the "Meeting") to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 30 November 2023 at 2:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Ordinary Resolutions		For ^(note d)	Against ^(note d)
1.	<p>(a) every fifty (50) issued and unissued ordinary shares in the share capital of the Company be consolidated into one (1) consolidated share (each a "Consolidated Share") (together as the "Share Consolidation"), such Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;</p> <p>(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the "Directors") of the Company may think fit; and</p> <p>(c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.</p>		
2.	<p>(a) the authorised share capital of the Company be and is hereby increased from HK\$400,000,000 divided into 800,000,000 Consolidated Shares to HK\$800,000,000 divided into 1,600,000,000 Consolidated Shares by the creation of an additional 800,000,000 new Consolidated Shares (the "Increase in Authorised Share Capital"); and</p> <p>(b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such 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 Increase in the Authorised Share Capital.</p>		
3.	<p>(a) the conditional subscription agreements entered into between each of Sumin Hongkong Limited, Professor Cai Baochang (蔡寶昌) and Mr. Feng Junhuo (馮軍騁) (collectively, the "SM Subscribers") (as subscribers) and the Company (as issuer) on 1 November 2023 (collectively, the "SM Subscription Agreements") in relation to the subscription of an aggregate of 200,000,000 SM Subscription Shares (as defined in the circular of the Company dated 13 November 2023 (the "Circular")) at the subscription price of HK\$0.70 per SM Subscription Share (as defined in the Circular), copies of which have been produced to the EGM and initiated by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in, the SM Subscription Shares, the allotment and issue of the SM Subscription Shares to the SM Subscribers, the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the SM Subscription Shares, subject to and in accordance with the terms and conditions set out in the SM Subscription Agreements; and</p> <p>(c) any one or more Director(s) and he/she/they is/are hereby authorised to do such acts and things, to sign and execute such documents and do all such acts and things which in his/her/their opinion may be necessary, desirable or expedient to carry out or give effect to the SM Subscription Agreements and transactions contemplated thereunder (including the allotment and issue of the SM Subscription Shares pursuant thereto), and to make all relevant applications, registrations and filings with the Stock Exchange or other relevant regulatory authorities, to sign and execute such further documents and to do any other matters incidental thereto and/or as contemplated thereunder.</p>		

Dated the _____ day of _____ 2023

Shareholder's signature^{(notes f, g, h and i):} _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares (the "Shares") in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Full text of the resolution is set out in the notice of the Meeting dated 13 November 2023.
- Where there are joint holders of any Share, any one of such joint holder 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 holder be present at the Meeting, 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.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing or, if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof in person should you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
- Any alternations made to this form of proxy should be initiated by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.