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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Fullshare Holdings Limited (the “**Company**”) will 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. for the purpose of consideration, and if thought fit, passing with or without modifications, the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 13 November 2023 (the “**Circular**”), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”):
  - (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 *pari passu* 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;
  - (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

- (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.”
2. **“THAT** conditional upon the passing the resolution numbered 1 set out above:
- (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
- (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.”
3. **“THAT**
- (a) the conditional subscription agreements entered into between each of Sumin Hongkong Limited, Professor Cai Baochang (蔡寶昌) and Mr. Feng Junhuo (馮軍夥) (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) 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 initialled by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of 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

- (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.”

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

Hong Kong, 13 November 2023

*Principal Place of Business in Hong Kong:*

Unit 2805, Level 28  
Admiralty Centre Tower 1  
18 Harcourt Road  
Admiralty, Hong Kong

*Registered Office:*

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

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 relevant joint holding.

3. In order to be valid, the completed proxy form must be received by 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 at least 48 hours before the time appointed for holding the EGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or attorney or other person duly authorised in writing.
4. For the purpose of determining shareholders' eligibility to attend and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from Monday, 27 November 2023 to Thursday, 30 November 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at the address stated in note 4 above no later than 4:30 p.m. on Friday, 24 November 2023.
5. As set out in the letter from the Board included in the Circular, each of the resolutions set out in this notice should be voted on by poll.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
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.

*As at the date of this notice, 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.*