

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



## **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, 28 December 2023 at 10:00 a.m. for the purpose of consideration, and if thought fit, passing with or without modifications, the following resolutions:

### **ORDINARY RESOLUTION**

1. **“THAT** the disposal (the “**Disposal**”) by the Company and/or its subsidiaries (collectively the “**Group**”) of up to 140,000,000 shares (the “**Approved Sale Shares**”) of US\$0.01 each (the “**CHS Share(s)**”) in the share capital of CHS, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock Code: 658) be and are hereby approved subject to the following conditions:
  - (i) the Group shall disposal all or in part(s) of the Approved Sale Shares held by the Group in the open market through the trading system of the Stock Exchange;
  - (ii) the mandate for the Disposal will be valid for a period of 12 months from the date of passing of this resolution (unless revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company) (the “**Mandate Period**”);
  - (iii) the selling price of each CHS Share shall be based on the prevailing market price of CHS Shares at the time of making the Disposal;

- (iv) all of the applicable percentage ratios under the Rules Governing the Listing of the Securities on the Stock Exchange for the Disposals are below 75%;
- (v) the Disposal shall comply with relevant applicable laws and regulations, including any applicable trading regulations in Hong Kong,

and the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company be and is hereby authorised for and on behalf of the Company to exercise all the powers of the Company to effect the Disposal from time to time during the Mandate Period (the “**Disposal Mandate**”) and any one Director be and is hereby authorised to do all such acts and things, including but not limited to execution of all documents, which the Director deem necessary, appropriate or desirable to implement and give effect to the Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate.”

As special business, to consider, and if thought fit, to pass with or without amendments, the following resolutions as special resolutions:

### **SPECIAL RESOLUTIONS**

- 2. “**THAT** the Company’s new amended and restated memorandum and articles of association, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the EGM, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the EGM and **THAT** any Director or the company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new amended and restated memorandum and articles of association.”
- 3. “**THAT** subject to the passing of resolution 1 set out in the notice of extraordinary general meeting of the Company dated 13 November 2023 (the “**13 November Notice**”) in relation to the consolidation of every fifty (50) issued and unissued ordinary shares with par value of HK\$0.01 each in the share capital of the Company into one (1) consolidated share with par value of HK\$0.5 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”), clause 8 of the new amended and restated memorandum of association of the Company and article 3(1) of the new amended and restated articles of association of the Company, both to be adopted by special resolution 2 above be and are hereby further amended to reflect the effect of the Share Consolidation with immediate effect after the close of the EGM.”

4. “**THAT** subject to the passing of resolution 2 set out in the 13 November Notice in relation to the increase of authorised share capital of the Company 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**”), clause 8 of the new amended and restated memorandum of association of the Company to be adopted by special resolution 2 above be and is hereby further amended to reflect the effect of the Increase in Authorised Share Capital with immediate effect after the close of the EGM.”

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

Hong Kong, 30 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 and class of shares of the Company in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any shares of the Company, 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 agent 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 Thursday, 21 December 2023 to Thursday, 28 December 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 Wednesday, 20 December 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.

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

*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.*