
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fullshare Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE
BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Fullshare Holdings Limited to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof in person should you so wish.

26 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the 2023 annual general meeting of the Company to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. or any adjournment thereof;
“AGM Notice”	notice of the AGM which is set out on pages 14 to 18 of this circular;
“Articles of Association”	the articles of association of the Company as may be amended from time to time, and “Article” shall mean an article provision of the Articles of Association;
“associate(s)”	has the same meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Company”	Fullshare Holdings Limited 豐盛控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of relevant resolution granting such proposed issue mandate;
“Latest Practicable Date”	19 April 2024, being the latest practicable date for the inclusion for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Nomination Committee”	the nomination committee of the Company;
“Ordinary Resolutions”	the ordinary resolutions to be proposed and passed at the AGM as set out in the AGM Notice;
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such proposed repurchase mandate;
“Retiring Directors”	Ms. Du Wei, Mr. Shen Chen and Mr. Huang Shun;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Consolidation”	share consolidation of every fifty (50) issued and unissued then ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.50 each became effective on 4 December 2023. For details, please refer to the announcements of the Company dated 1 November 2023 and 30 November 2023, and the circular of the Company dated 13 November 2023;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

Executive Directors:

Mr. Ji Changqun (*Chairman and CEO*)
Ms. Du Wei
Mr. Shen Chen
Mr. Ge Jinzhu

Registered office:

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

Independent non-executive Directors:

Mr. Lau Chi Keung
Mr. Tsang Sai Chung
Mr. Huang Shun

*Principal place of business
in Hong Kong:*

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

26 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE
BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions to be proposed at the AGM relating to, among other things, (a) the proposed re-election of the Retiring Directors; (b) the grant to the Directors of the Issue Mandate; (c) the grant to the Directors of the Repurchase Mandate; and (d) the extension of the Issue Mandate by adding to it the aggregate amount of issued Shares repurchased under the Repurchase Mandate, as well as the AGM Notice.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 87(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to Article 87(1) of the Articles of Association and Code Provision B.2.2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, every Director (including those appointed for a specific term) should be subject to retirement by rotation at least once every three years. Pursuant to Article 87(2) of the Articles of Association, a retiring Director shall be eligible for re-election. Accordingly, pursuant to Articles 87(1) and 87(2) of the Articles of Association, Ms. Du Wei (“**Ms. Du**”), an executive Director, Mr. Shen Chen (“**Mr. Shen**”), an executive Director, and Mr. Huang Shun (“**Mr. Huang**”), an independent non-executive Director, will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Brief biographies of the Retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular.

The Company has received from Mr. Huang an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules, and the Nomination Committee has assessed and is satisfied of his independence.

In considering Mr. Huang’s re-election, the Nomination Committee and the Board have reviewed and considered the skills, knowledge and professional experience of Mr. Huang as described in his biography set out in Appendix I to this circular, having regard to the Company’s Board Diversity Policy and are of the view that Mr. Huang has extensive experience in accounting and auditing sector that is significant to the Company’s business. In addition, Mr. Huang’s strong educational background, as well as his breadth and diversity of experience combined with his general understanding of business of the Group, have enabled him to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board. Holding not more than seven listed company directorship, Mr. Huang is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. In particular, the Nomination Committee and the Board are satisfied that Mr. Huang, during his tenure of office as the independent non-executive Director, have provided positive and valuable contributions to the Company and demonstrated his ability to exercise independence of judgement and provide a balanced and objective view in relation to the Company’s affairs which continue to be of significant benefit to the Company. In view of the above, Mr. Huang’s re-election is considered to be of benefit to the Company.

The Nomination Committee and the Board recommended the Retiring Directors to stand for re-election by the Shareholders at the AGM.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate. As at the Latest Practicable Date, a total of 636,763,934 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 20% of total number of issued Shares, representing 127,352,786 Shares.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate. In addition, an ordinary resolution will be proposed providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of total number of issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Issue Mandate and the Repurchase Mandate.

The Company has no present intention to repurchase any Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM in relation to the Repurchase Mandate.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM of the Company to be held on Friday, 28 June 2024, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2024.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person should you so wish.

RECOMMENDATION

The Directors consider that the proposed Ordinary Resolutions for approval of (a) the proposed re-election of the Retiring Directors; (b) the grant to the Directors of the Issue Mandate; (c) the grant to the Directors of the Repurchase Mandate; and (d) the extension of the Issue Mandate by adding to it the aggregate amount of issued Shares repurchased under the Repurchase Mandate are each in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

This Appendix sets out the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS**Ms. Du Wei (“Ms. Du”)**

Ms. Du, aged 43, was appointed as an executive Director on 7 July 2018. She is the chairman of environmental, social and governance committee and a member of remuneration committee of the Company. Ms. Du is responsible for assisting the chief executive officer of the Company with the functional management and strategic planning relating to human resources of the Group and hosting general meetings and board meetings of the Company. Ms. Du obtained a Bachelor of Tourism Management degree and a Master of Business Administration degree from Nanjing Normal University, China, in 2002 and 2014, respectively. Ms. Du has more than 21 years’ experience in human resources and administration management. From 2008 to 2012, Ms. Du worked in certain subsidiaries of Fullshare Group Limited as human resources and administration manager. From 2012 to August 2016, Ms. Du worked as the officer of chairman’s office and human resources director of Fullshare Group Limited. Since 1 September 2016, she has been and is currently an officer of the human resources management committee of the Company. Since 1 April 2018, Ms. Du has been appointed as the general manager of Fullshare Holdings (Singapore) Service Management Pte Ltd, a wholly-owned subsidiary of the Company. Ms. Du is also a director of certain subsidiaries of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Du did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other major appointments and professional qualifications; and (iii) hold any other position in the Group.

The Company has entered into a service contract with Ms. Du for a specific term of three years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Du is entitled to an annual remuneration package of approximately HK\$1,950,000 (including basic salaries, director’s fees and benefits). Her remuneration package was determined with reference to the prevailing market conditions and based on her duties and responsibilities.

Save as disclosed above, as the Latest Practicable Date, Ms. Du did not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor had she any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Ms. Du that need to be brought to the attention of the Shareholders or any other information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

Mr. Shen Chen (“Mr. Shen”)

Mr. Shen, aged 52, was appointed as an executive Director on 23 October 2019. He is the chairman of the risk management committee and a member of the environmental, social and governance committee of the Company. He joined the Group in November 2018 and was appointed as the financial controller of the Company in June 2019. Mr. Shen is responsible for the financial reporting and financial management of the Group and participates in investment decisions. He obtained a diploma in accounting from Nanjing Economic College (currently known as Nanjing University of Finance and Economics) in 1994 and obtained a bachelor degree in economic management from Correspondence Institute of the Party School of the Central Committee of the Communist Party of China* (中共中央黨校函授學院) in 2000. Mr. Shen has professional qualification of senior accountant. He was the financial controller of Nanjing JoyMain Science and Technology Development Co., Ltd.* (南京中脈科技發展有限公司) from August 1994 to July 2011. He was the vice president of Jiangsu Ruiheng Asset Management Co., Ltd.* (江蘇瑞恒資產管理有限公司) from July 2011 to April 2012. He was the financial controller of Nanjing Jiangong Industrial Group Co., Ltd.* (南京建工產業集團有限公司) and Fullshare Technology Group Limited* (豐盛科技集團有限公司) from April 2012 to May 2013. He was the financial controller of Fullshare Green Building Group Company Limited* (豐盛綠建集團有限公司) and Nanjing Fullshare Energy Science & Technology Company Limited* (南京豐盛新能源科技股份有限公司) from May 2013 to November 2018. Mr. Shen is a director of a wholly-owned subsidiary of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other major appointments and professional qualifications; and (iii) hold any other position in the Group.

The Company has entered into a service contract with Mr. Shen, which may be terminated by either party at any time by giving the other party a prior notice of three months in writing and Mr. Shen is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Shen is entitled to an annual remuneration package of approximately HK\$1,334,000 (including basic salaries, director’s fees, performance bonus and benefits). His remuneration package was determined with reference to the prevailing market conditions and based on his duties and responsibilities.

Save as disclosed above, as the Latest Practicable Date, Mr. Shen did not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Shen that need to be brought to the attention of the Shareholders or any other information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Huang Shun (formerly known as Mr. Huang Mingshun) (“Mr. Huang”)

Mr. Huang, aged 50, was appointed as an independent non-executive Director on 30 December 2021. He is the chairman of audit committee of the Company. He has over 20 years of accounting experience. Mr. Huang was the project manager in Nanjing Yongda Certified Public Accountants Co., Ltd.* (南京永達會計師事務所有限公司) from July 1998 to October 2003. He serves as the chairman and chief accountant of Jiangsu Verti-Hor Certified Public Accountants Co., Ltd. (江蘇縱橫會計師事務所有限公司) since November 2003. From August 2016 to June 2022, he was the independent non-executive director of Huitongda Network Co., Ltd. (stock code: 9878), a company listed on the main board of the Stock Exchange since March 2022. Mr. Huang obtained a bachelor’s degree in economic management in 1998 and a bachelor’s degree in law in 2003 from Nanjing University, the People’s Republic of China, respectively. He is a member of the Chinese Institute of Certified Public Accountants since 1999.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other major appointments and professional qualifications; and (iii) hold any other position in the Group.

The Company has entered into a service contract with Mr. Huang for a specific term of three years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Huang is entitled to an annual remuneration of HK\$360,000. His remuneration was determined with reference to the prevailing market conditions and based on his duties and responsibilities.

Save as disclosed above, as the Latest Practicable Date, Mr. Huang did not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Huang that need to be brought to the attention of the Shareholders or any other information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

* *For identification purpose only*

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

(1) SHARE CAPITAL

As at the Latest Practicable Date, a total of 636,763,934 Shares were in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 63,676,393 Shares, representing 10% of the 636,763,934 issued Shares, during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

(2) SOURCE OF FUNDS

Repurchases must be funded out of fund legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules.

(3) REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it may have adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2023. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Price per Share <i>(Note)</i>	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	6.150	4.950
May	5.050	3.300
June	3.750	2.500
July	2.800	1.750
August	2.150	1.650
September	2.450	1.250
October	1.500	0.650
November	0.750	0.500
December	0.700	0.400
2024		
January	0.810	0.540
February	0.650	0.560
March	0.590	0.435
April (up to and including the Latest Practicable Date)	0.490	0.405

Note: The share price from the period of 1 April 2023 up to and including 3 December 2023 have been adjusted taking into account the effect of the Share Consolidation.

(5) DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to make repurchases of the Shares.

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Name of Shareholder	Number of issued Shares held	Approximate percentage of issued share capital of the Company	Approximate percentage of the issued share capital of the Company should the Repurchase Mandate be exercised in full
Magnolia Wealth International Limited (" Magnolia Wealth ")	152,495,659 <i>(Note)</i>	23.95%	26.61%
Mr. Ji Changqun (" Mr. Ji ")	170,685,859 <i>(Note)</i>	26.81%	29.78%

Note: 152,495,659 Shares are held by Magnolia Wealth, which is wholly owned by Mr. Ji. By virtue of the SFO, Mr. Ji is deemed to be interested in such Shares held by Magnolia Wealth. In addition, 18,190,200 Shares are held by Mr. Ji directly as the beneficial owner. Accordingly, Mr. Ji is interested in 170,685,859 Shares in total. As disclosed in the Company's announcement dated 16 November 2023, the Board received a letter informing the Company that China CITIC Bank Corporation Limited, Nanjing branch (as the chargee) appointed receivers and managers over 97,600,000 Shares (then 4,880,000,000 Shares prior to the Share Consolidation which took effect on 4 December 2023) which are registered and beneficially held by Mr. Ji and Magnolia Wealth.

In the event that the Directors shall exercise the proposed Repurchase Mandate in full and assuming that no further Shares are issued or repurchased prior to the AGM, the interest of Mr. Ji would be increased to approximately 29.78%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of the exercise of the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The explanatory statement (the "**Explanatory Statement**") as set out in this appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement nor the proposed share repurchase has unusual features.

NOTICE OF ANNUAL GENERAL MEETING



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “AGM”) 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 Friday, 28 June 2024 at 10:00 a.m. to transact the following ordinary business:

1. to receive and adopt the audited consolidated financial statements and reports of the directors (the “Director(s)”) and auditor of the Company for the year ended 31 December 2023;
2. (a) to re-elect Ms. Du Wei as an executive Director;
- (b) to re-elect Mr. Shen Chen as an executive Director; and
- (c) to re-elect Mr. Huang Shun as an independent non-executive Director;
3. to authorise the board of Directors to fix the Directors’ remuneration;
4. to re-appoint Baker Tilly Hong Kong Limited as auditor and to authorise the board of Directors to fix its remuneration;

and as special business and, if thought fit, passing the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and otherwise deal with authorized and unissued shares of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iv) any scrip dividend or under similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means the allotment, issue and grant of Shares pursuant to an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the articles of association of the Company to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional on the passing of the resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above.”

By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 26 April 2024

NOTICE OF ANNUAL GENERAL MEETING

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. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2024.
2. A member entitled to attend and vote at the AGM 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.
3. Where there are joint holders of any 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 AGM, 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 AGM 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. As at the date of this notice, the board of Directors consists of Mr. Ji Changqun, Ms. Du Wei, Mr. Shen Chen and Mr. Ge Jinzhu (all being executive Directors), and Mr. Lau Chi Keung, Mr. Tsang Sai Chung and Mr. Huang Shun (all being independent non-executive Directors).
6. The AGM is expected to be concluded within a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.
7. References to time and dates in the Notice are to Hong Kong time and dates.