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FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED

福晟國際控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

- (1) CHANGE OF DIRECTORS;
(2) CHANGE OF COMPANY SECRETARY;
(3) CHANGE OF AUTHORISED REPRESENTATIVES;
(4) APPOINTMENT OF CHIEF EXECUTIVE OFFICER OF
THE COMPANY;
AND
(5) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

References are made to (i) the circular (the “**Circular**”) of Fullsun International Holdings Group Co., Limited (the “**Company**”) dated 23 June 2023; and (ii) the announcement of the Company dated 26 July 2023 (the “**Completion Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

CHANGE OF DIRECTORS

Appointment of Directors

The Board is pleased to announce that following Completion as announced by the Company in the Completion Announcement, with effect from 26 July 2023; (i) Dr. Hiroshi Kaneko (“**Dr. Kaneko**”) has been appointed as an executive Director; (ii) Mr. Chung Ho Wai Alan (“**Mr. Chung**”) has been appointed as a non-executive Director; and (iii) each of Mr. Huang Zhongquan (“**Mr. Huang**”), Ms. Tang Ying Sum (“**Ms. Tang**”) and Ms. Ha Sze Wan (“**Ms. Ha**”) has been appointed as an independent non-executive Director.

The biographical information of the new Directors is set out below:

Dr. Kaneko

Dr. Kaneko (formerly known as Jin Song), aged 58, has been appointed as an executive Director and the chief executive officer of the Company.

Dr. Kaneko has extensive research experience in the field of environment, development and economic science in Japan, China and Northern America. He has been engaged in comprehensive utilisation of environmental friendly materials and international trade. He is currently a vice president and chief financial officer of Kyosei-Bank Co* (共生バンク株式会社) and is mainly responsible for overseeing the financial aspects of new business development.

Dr. Kaneko has received a Master of Engineering from Dalian University of Technology in 1989 and a doctoral degree in Engineering from the Department of the Advanced Interdisciplinary Studies from University of Tokyo in 1997.

Dr. Kaneko has been acting as the executive director of Hong Wei (Asia) Holdings Company Limited (stock code: 8191), the shares of which are listed on GEM of the Stock Exchange, since 20 November 2021.

Dr. Kaneko has entered into a service agreement with the Company for an initial term of three (3) years from 26 July 2023 (subject to retirement by rotation or otherwise) renewable automatically for successive terms of one year each unless terminated by not less than three months' notice in writing.

Dr. Kaneko confirms that save as disclosed above, as at the date of this announcement, he (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other positions with any member of the Group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) is not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Chung

Mr. Chung, aged 45, has been appointed as a non-executive Director.

Mr. Chung is currently the executive director of CIS SAM since January 2021 and has been its responsible officer for Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities since December 2018.

Mr. Chung has over 15 years' experience in the area of financial and securities advisory. From April 2012 to February 2015, Mr. Chung was the vice president of HPI Financial Group Limited. From July 2009 to April 2012, he was a wealth management manager at Hongkong and Shanghai Banking Corporation Limited. Mr. Chung was a financial consultant at AXA Wealth Management (Hong Kong) Limited from April 2006 to February 2009.

Mr. Chung obtained a bachelor of arts in economics and statistics from the University of Western Ontario, Canada in April 2000.

HPI Forex Limited, HPI Asset Management Limited, HPI Securities & Futures Limited and HPI Bullion Limited, being subsidiaries of HPI Financial Group Limited were investigated by the SFC in relation to certain transactions between March 2013 and April 2014. The investigation was concluded in 2021, where it was found that (a) HPI Bullion Limited may have committed offence contrary to section 103 and/or section 109 and/or section 114 of the SFO; and (b) HPI Forex Limited, HPI Asset Management Limited and HPI Securities & Futures Limited were guilty of misconduct and/or not fit and proper person for the purpose of section 194 of the SFO. HPI Forex Limited was reprimanded and fined HK\$2 million for mis-handling client money by failing to maintain client money in a segregated client account Hong Kong with an authorised financial institution. Despite Mr. Chung being the vice president of HPI Financial Group Limited from April 2012 to February 2015, it was confirmed by the SFC that no further action would be taken against Mr. Chung.

Mr. Chung has entered into a letter of appointment with the Company for a term of three (3) years commencing from 26 July 2023, terminable by either side giving the other side one month's prior written notice.

Mr. Chung confirms that save as disclosed above, as at the date of this announcement, he (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other positions with any member of the Group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) is not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Huang

Mr. Huang, aged 67, has been appointed as an independent non-executive Director.

Mr. Huang is currently the chairman of Asian Bridge Capital Limited. He was the director of global capital markets at China Everbright Securities International Limited from February 2011 to July 2015. From June 2004 to February 2011, he was the vice president of the equity department at Mizuho Securities Asia Limited. Mr. Huang was the director of China investment banking at Nomura International (HK) Limited from June 1995 to June 2004 and the vice president at Nomura Securities Shanghai Representative Office from February 1991 to June 1995. From April 1984 to February 1991, he was the general manager of foreign exchange trading room at Shanghai International Trust and Investment Corporation (China) and the business manager at Shanghai Instrument Industry Bureau Technology Introduction Office from July 1977 to April 1984.

Mr. Huang obtained a bachelor in political economy from Fudan University in February 1977. Mr. Huang is a member of the Hong Kong Independent Non-Executive Director Association since May 2018.

Mr. Huang has entered into a letter of appointment with the Company for a term of three (3) years commencing from 26 July 2023, provided either side may terminate such appointment at any time by giving at least one month's notice in writing to the other subject to the Bye-laws and the Listing Rules in relation to retirement by rotation and re-election.

Mr. Huang confirms that save as disclosed above, as at the date of this announcement, he (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other positions with any member of the Group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) is not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Ms. Tang

Ms. Tang, aged 29, has been appointed as an independent non-executive Director.

Ms. Tang is currently the assistant vice president at Kingkey Privilege Wealth Management Limited since October 2022, where she is responsible for providing brokerage, investment and insurance financial planning advice to clients. She was its chief wealth management advisor from February 2022 to September 2022 and its management trainee from August 2021 to January 2022.

Prior to that, Ms. Tang was the project manager at Isobar Hong Kong Limited from July 2020 to December 2020. Ms. Tang was the assistant account director, digital strategist team at Webs s'up Production Company Limited from March 2020 to July 2020 and its senior digital strategist from April 2019 to February 2020. From August 2018 to March 2019, Ms. Tang was engaged in a virtual reality-based entertainment project in Tianjin, the PRC, as a project and marketing planner. From January 2017 to July 2018, Ms. Tang was a public relations assistant at Benefit Cosmetics Hong Kong Limited.

Ms. Tang obtained her bachelor of arts with a major in marketing from the University of the West of England, the United Kingdom Bristol in June 2015.

Ms. Tang has entered into a letter of appointment with the Company for a term of three (3) years commencing from 26 July 2023, provided either side may terminate such appointment at any time by giving at least one month's notice in writing to the other subject to the Bye-laws and the Listing Rules in relation to retirement by rotation and re-election.

Ms. Tang confirms that save as disclosed above, as at the date of this announcement, she (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other positions with any member of the Group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) is not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Ms. Ha

Ms. Ha, aged 40, has been appointed as an independent non-executive Director.

Ms. Ha is the founder of Account & Secretarial Workshop Limited, which provides accounting, company secretarial and tax advisory services since November 2021. Prior to that, Ms. Ha was a financial controller at Luckcharm Inc. Limited from May 2020 to October 2021 and a financial analyst at Pop Free Technology (Holdings) Limited from April 2018 to July 2019. She was an accountant from March 2017 to October 2018 at two sizable accounting firms. From September 2013 to November 2015, Ms. Ha was a senior accountant at Tang Palace (China) Holdings Limited (stock code: 1181), the shares of which are listed on the main board of the Stock Exchange. Ms. Ha was an account executive at Orient Securities Limited (currently known as Orient Securities International Holdings Limited (stock code: 8001), the shares of which are listed on GEM of the Stock Exchange since 15 January 2014) from August 2010 to September 2012. From January 2009 to June 2010, she was an assistant manager of investment department at Sure Success Invest Holdings Limited.

Ms. Ha obtained her bachelor of arts with a major in accounting and finance from the University of Greenwich, the United Kingdom in November 2013 and is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Ha has entered into a letter of appointment with the Company for a term of three (3) years commencing from 26 July 2023, provided either side may terminate such appointment at any time by giving at least one month's notice in writing to the other subject to the Bye-laws and the Listing Rules in relation to retirement by rotation and re-election.

Ms. Ha confirms that save as disclosed above, as at the date of this announcement, she (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other positions with any member of the Group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) is not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Resignation of Directors

Following Completion and upon the above appointment of Directors becoming effective, (a) Mr. Pan has resigned as an executive Director and a member of each of the remuneration committee (the “**Remuneration Committee**”) of the Board and the nomination committee (the “**Nomination Committee**”) of the Board, (b) Mr. Li Jinrong (“**Mr. Li**”) has resigned as an executive Director; (c) Mr. Kong Tat Yee (“**Mr. Kong**”) has resigned as an independent non-executive Director and a member of each of the audit committee (the “**Audit Committee**”) of the Board, the Remuneration Committee and the Nomination Committee, (d) Mr. Yau Pak Yue (“**Mr. Yau**”) has resigned as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee and (e) Mr. Zheng Zhen (“**Mr. Zheng**”) has resigned as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee, all with effect from 26 July 2023.

Each of Mr. Pan, Mr. Li, Mr. Kong, Mr. Yau and Mr. Zheng confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation which needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board expresses its sincere gratitude to Mr. Pan, Mr. Li, Mr. Kong, Mr. Yau and Mr. Zheng for their valuable contributions to the Company during their tenure of office and extends its welcome to Dr. Kaneko, Mr. Chung, Mr. Huang, Ms. Tang and Ms. Ha on their new appointments.

CHANGE OF COMPANY SECRETARY

Following Completion, Ms. Xu Jing (“**Ms. Xu**”) has resigned as the company secretary of the Company (the “**Company Secretary**”) with effect from 26 July 2023. Ms. Xu has confirmed that she has no disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board is pleased to announce that following the resignation of Ms. Xu as the Company Secretary, Mr. Tsang King Sun (“**Mr. Tsang**”) has been appointed as the Company Secretary with effect from 26 July 2023.

Mr. Tsang has over 10 years of experience in the corporate services field. Mr. Tsang was the company secretary of numerous listed companies in Hong Kong. He is responsible for supervising the company secretarial teams to provide a full range of listed and private company secretarial services as director in a local enterprise service provider in Hong Kong, I-SOL Limited.

Mr. Tsang is a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Business Administration (Hons) degree in Accounting from The Hong Kong Polytechnic University.

The Board expresses its sincere gratitude to Ms. Xu for her valuable contributions to the Company during her tenure of office and extends its welcome to Mr. Tsang on his new appointment.

CHANGE OF AUTHORISED REPRESENTATIVES

Upon to the resignation of Mr. Pan as an executive Director and Ms. Xu as the Company Secretary, each of Mr. Pan and Ms. Xu ceased to act as an authorised representative (for the purpose of Rule 3.05 of the Listing Rules and for accepting service of process and notices on behalf of the Company in Hong Kong as required under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance) of the Company (the “**Authorised Representative**”) with effect from 26 July 2023.

Each of Dr. Kaneko and Mr. Tsang has been appointed as the Authorised Representative in place of Mr. Pan and Ms. Xu with effect from 26 July 2023.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER OF THE COMPANY

The Board is pleased to announce that Dr. Kaneko has been appointed as the chief executive officer of the Company with effect from 26 July 2023.

For the biographical information of Dr. Kaneko, please refer to the section headed “Change of Directors — Appointment of Directors” in this announcement.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board has appointed Ms. Ha as the chairperson of the Audit Committee and each of Mr. Huang and Ms. Tang as the members of the Audit Committee; Mr. Huang as the chairperson of the Remuneration Committee and each of Dr. Kaneko and Ms. Tang as the members of the Remuneration Committee; and Dr. Kaneko as the chairperson of the Nomination Committee and each of Mr. Huang and Ms. Ha as the members of the Nomination Committee.

The compositions of the board committees were changed as follows:

Director	Audit Committee	Remuneration Committee	Nomination Committee
Dr. Kaneko (<i>executive Director</i>)	–	M	C
Mr. Huang (<i>independent non-executive Director</i>)	M	C	M
Ms. Tang (<i>independent non-executive Director</i>)	M	M	–
Ms. Ha (<i>independent non-executive Director</i>)	C	–	M

Note:

“C” denotes chairperson of the relevant board committee

“M” denotes member of the relevant board committee

By order of the Board
Fullsun International Holdings Group Co., Limited
Hiroshi Kaneko
Executive Director and Chief Executive Officer

Hong Kong, 26 July 2023

As at the date of this announcement, the Board comprises one executive Director, namely Dr. Hiroshi Kaneko, one non-executive Director, namely Mr. Chung Ho Wai Alan and three independent non-executive Directors, namely Mr. Huang Zhongquan, Ms. Tang Ying Sum and Ms. Ha Sze Wan.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*