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

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Fullshare Holdings Limited to be held at Fullshare Ballroom, Grand Wuji Hotel – the Unbound Collection By Hyatt, No.119 Software Avenue, Nanjing City, Jiangsu Province, China on Tuesday, 10 February 2026 at 10:30 a.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed.

Whether or not you are able to attend the extraordinary 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 (the “**Hong Kong Branch Share Registrar**”), Tricor Investor Services 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting or any adjournment thereof in person should you so wish.

21 January 2026

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Letter from the Board | |
| Introduction | 3 |
| Proposed Appointment of Auditor | 4 |
| Details of Prism's Proposed Audit Plan | 6 |
| Compliance with the Articles and the Listing Rules | 8 |
| Closure of Register of Members | 9 |
| Extraordinary General Meeting | 9 |
| Recommendation | 9 |
| Responsibility Statement | 10 |
| Notice of Extraordinary General Meeting | 11 |

DEFINITIONS

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

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| “Appointment” | the proposed appointment of Prism as the new auditor of the Company; |
| “Articles” | 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; |
| “Audit Committee” | the audit committee of the Company; |
| “Baker Tilly” | Baker Tilly Hong Kong Limited; |
| “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 and the issued Shares of which are listed on the Main Board of the Stock Exchange; |
| “Directors” | the directors of the Company; |
| “EGM” | the extraordinary general meeting of the Company to be held at Fullshare Ballroom, Grand Wujia Hotel – the Unbound Collection By Hyatt, No.119 Software Avenue, Nanjing City, Jiangsu Province, China on Tuesday, 10 February 2026 at 10:30 a.m. or any adjournment thereof; |
| “EGM Notice” | notice of the EGM which is set out on pages 11 to 12 of this circular; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time; |

DEFINITIONS

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|-----------------------|--|
| “Ordinary Resolution” | the ordinary resolution to be proposed and passed at the EGM as set out in the EGM Notice; |
| “PRC” | the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan; |
| “Prism” | Prism Hong Kong Limited; |
| “Share(s)” | share(s) in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; and |
| “Zhongxinghua” | Cheng & Cheng Zhongxinghua CPA Limited. |

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 C1, 26th Floor

United Centre

95 Queensway, Admiralty

Hong Kong

21 January 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the proposed appointment of auditor and to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the Ordinary Resolution relating to the appointment of auditor.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

References are made to the announcements of the Company dated 26 June 2025, 22 July 2025, 11 September 2025 and 23 December 2025, in relation to (1) the retirement of Baker Tilly as auditor of the Company at the conclusion of the annual general meeting of the Company on 26 June 2025; (2) the proposed appointment of Zhongxinghua as the auditor of the Company subject to shareholders' approval at the general meeting of the Company on 11 September 2025; (3) Zhongxinghua's decision to decline the appointment as the Company's auditor prior to that general meeting; and (4) the proposed appointment of Prism as the auditor of the Company subject to shareholders' approval at the general meeting of the Company on 10 February 2026.

In reaching its recommendation to the Board, the Audit Committee has considered a number of factors, including but not limited to, (i) the competence and capability of Prism, including its knowledge and experience in handling audit work for companies listed on the Stock Exchange and its familiarity with the requirements under the Listing Rules, Hong Kong Standards on Auditing and HKFRS Accounting Standards; (ii) its independence from the Group and objectivity; (iii) its market reputation; (iv) its resources, manpower and quality; (v) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (the “AFRC”); and (vi) the AFRC's Guidance Notes on Change of Auditors.

The Company would like to supplement that, the Audit Committee has considered section 2 of the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council on December 2021, and the Audit Committee is satisfied that Prism is independent, competent and capable to perform a high-quality audit for the Group. Details of assessment are set out as follows: –

Competence and Capability of Prism

The Audit Committee had critically reviewed the client base and industry experience of Prism. It is a registered Public Interest Entity (“PIE”) auditor (registration number: M0607). Based on the information provided by Prism, the Audit Committee understands that Prism is an independent accounting firm headquartered in Hong Kong, with a diverse team of over 150 professionals across branches in Hong Kong and Mainland China. Prism is currently providing auditing services to over 70 listed companies listing on the Stock Exchange.

Based on the interview with Prism in December 2025, the Audit Committee is of the view that the directors of Prism have rich experience on businesses which the Group is currently engaged in, for the current listed and non-listed audit clients and also their past working experience in Big Four international audit firms.

LETTER FROM THE BOARD

Prism has previous relevant experiences in auditing PRC property companies, namely Yuzhou Group Holdings Company Limited (1628.hk), Logan Group Company Limited (3380.hk), CIFI Holdings (Group) Co. Ltd. (883.hk), investment and financial services and new energy companies (OCI Internal Holdings Limited (329.hk) and Comtec Solar Systems Group Limited (712.hk)), which are listed on the Stock Exchange.

The audit partners of Prism in charge for the audit work has more than 20 years audit experience in these businesses. Prism's engagement team demonstrates a unified leadership framework with deep, complementary expertise.

Independence of Prism from the Group and Objectivity

Based on a meeting with Prism, the Audit Committee confirms that the audit engagement team and others in the audit firm as appropriate, are independent of the Group in accordance with Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants. Also, as advised by Prism, based on the understanding of Prism's firm policy, there are no threats identified to the independence and objectivity of the incoming auditor.

Resources, Manpower and Quality of Prism

The Audit Committee had critically reviewed the qualifications and internal resources of the forthcoming auditor. Prism consists of a group of professional qualified accountants to provide clients with audit services. In view of experience and seniority, Prism has, in total, 11 partners/directors supported by over 150 professional staff and assigns 3 partners, 1 principal, 1 manager, 2 seniors and 5 associates with the Company. Many of them had ample experience in performing annual audit for listing companies.

Furthermore, the Audit Committee has critically reviewed the quality management system implemented by Prism. Prism has established and maintained a robust quality management system in accordance with HKSQM 1 and HKSQM 2. This system covers key areas including governance and leadership, relevant ethical requirements, acceptance and continuance of client relationships, engagement performance, and monitoring and remediation processes. The Audit Committee is satisfied that Prism's quality management system is effectively designed and implemented to ensure the performance of high-quality audit engagements in compliance with professional standards.

Based on the above assessment, the Audit Committee is satisfied that Prism can perform a high-quality audit, by fulfilling the requirements of independence, qualifications and resources and industry experience as set out in the guide for appointment of auditors.

LETTER FROM THE BOARD

DETAILS OF PRISM'S PROPOSED AUDIT PLAN

Proposed Audit Plan

(a) Understanding the Audited Entity's Internal Control System

Prism's audit approach requires it to have sufficient understanding and conduct adequate evaluation of the internal monitoring and control system of the Group. It will identify controls at the assertion level within the components of monitoring activities that address the risks of material misstatement. Through performing procedures, it will understand the design of internal monitoring relevant to the audit of the financial statements and determine whether these internal controls are applied in daily operations, thereby planning the overall audit approach. This enables Prism to assess the appropriateness of relying on internal monitoring activities to provide a certain level of audit assurance for the overall audit engagement.

As Hong Kong Auditing Standard 315 (Revised 2019) requires reliance on the internal monitoring of the Company, or when such reliance can effectively facilitate the execution of audit procedures, and the results of operating effectiveness tests for internal control activities throughout the year are satisfactory, Prism will evaluate control risks and rely on certain internal monitoring of the Company to obtain audit assurance.

Since the year ended December 31, 2025 would be the first financial year of which Prism will perform the audit works, it is expected that it will test all significant business procedures.

(b) Scope of Work

In accordance with Hong Kong Auditing Standard 600 (Revised) – Special Considerations in Audits of Group Financial Statements (including the work of component auditors), Prism will adopt a risk-based audit approach. It will identify different components of the Group and perform audit procedures of varying nature and scope based on their financial significance and risk profiles. For areas identified as significant risks of material misstatement, Prism will design and implement specific audit responses to obtain sufficient and appropriate audit evidence, which serves as the basis for forming the audit opinion for the Group.

LETTER FROM THE BOARD

(c) Involvement of Prism in the Work Performed by Component Auditors

The component auditors will be primarily responsible for auditing the Group's subsidiaries and subsequently provide Prism with their audit opinions on these subsidiaries. In compliance with HKSA 600 (Revised), Prism will be actively involved in the work of component auditors by holding meetings to discuss significant risks and the corresponding audit responses. It will also review the working papers related to significant areas and matters for certain components during both the planning and final stages to ensure the sufficiency and appropriateness of the audit work performed.

(d) Involvement of Audit Experts

To mitigate the risk of material misstatement, we will mainly engage third-party independent valuation experts to assist us in evaluating the assumptions, methodologies and parameters used in accounting estimates relating to goodwill impairment assessments, unlisted equity investments and derivative financial instruments, and investment properties.

Proposed Audit Timetable

| | |
|---|--------------------------|
| Formulate the year-end audit plans | End of December 2025 |
| Perform internal control testing and preliminary audit procedures | Mid-January 2026 |
| Perform annual audit procedures | January to February 2026 |
| Provision of draft annual financial statements to Prism | Mid-February 2026 |
| Audit of consolidated financial statements | End of February 2026 |
| Review of year-end results announcements and other information | Early March 2026 |
| Audit Committee Meeting | End of March 2026 |
| Audit report date | End of March 2026 |

LETTER FROM THE BOARD

Reasonableness and Sufficiency of the Proposed Audit Timetable

The Audit Committee is of the view that the proposed audit timetable is reasonable and sufficient, having taken into account (i) the scale, nature and complexity of the Group's operations, (ii) the scope and audit approach proposed by Prism, including its familiarity with audits of listed companies with similar business profiles, and (iii) the resources, manpower and experience to be deployed by Prism for the audit engagement. The proposed timetable allows adequate time for planning, internal control testing, execution of substantive audit procedures, coordination with component auditors and audit experts, as well as review and discussion of audit findings with management and the Audit Committee. The Audit Committee is satisfied that the proposed timetable provides sufficient time for Prism to obtain adequate audit evidence and to complete the audit in accordance with applicable auditing standards, while enabling the Company to meet its financial reporting and results announcement obligations.

In view of the above, the Audit Committee has assessed and considered that Prism would be independent, competent, and capable and suitable to act as the auditor of the Company, and the Audit Committee and the Board are of the view that the appointment of Prism as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

COMPLIANCE WITH THE ARTICLES AND THE LISTING RULES

Pursuant to Article 155(1) of the Articles, the Shareholders shall, at the annual general meeting or at a subsequent extraordinary general meeting in each year, appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Shareholders appoint another auditor.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Ordinary Resolution does not relate purely to a procedural or administrative matter. Accordingly, the Ordinary Resolution will be put to vote by way of poll at the EGM. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Tuesday, 10 February 2026, the register of members of the Company will be closed from Thursday, 5 February 2026 to Tuesday, 10 February 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 4 February 2026.

EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Fullshare Ballroom, Grand Wuji Hotel – the Unbound Collection By Hyatt, No.119 Software Avenue, Nanjing City, Jiangsu Province, China on Tuesday, 10 February 2026 at 10:30 a.m. is set out on pages 11 to 12 of this circular.

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

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed Appointment is in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the Ordinary Resolution regarding the Appointment at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

Fullshare Holdings Limited

Ji Changqun

Chairman

NOTICE OF EXTRAORDINARY 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 extraordinary general meeting (the “EGM”) of Fullshare Holdings Limited (the “Company”) will be held at Fullshare Ballroom, Grand Wuji Hotel – the Unbound Collection By Hyatt, No.119 Software Avenue, Nanjing City, Jiangsu Province, China on Tuesday, 10 February 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, approving, with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** Prism Hong Kong Limited be and is hereby appointed as the auditor of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix its remuneration.”

By order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 21 January 2026

Principal place of business in Hong Kong:

Unit C1, 26th Floor
United Centre
95 Queensway, Admiralty
Hong Kong

Registered office:

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Thursday, 5 February 2026 to Tuesday, 10 February 2026 (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 Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 4 February 2026.
2. A member entitled to attend and vote at the EGM 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 of the Company (“**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 EGM, 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 EGM 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 Investor Services 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 of the Company (“**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 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.
7. References to time and dates in this notice are in Hong Kong time and dates.