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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) COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE
AND
(2) ADJUSTMENTS RELATING TO THE SHARE OPTIONS
UNDER THE SHARE OPTION SCHEME**

Placing Agent



BAOQIAO PARTNERS

BAOQIAO PARTNERS SECURITIES (HK) LIMITED

References are made to the announcements issued by Fullshare Holdings Limited (the “**Company**”) dated 19 May 2022 and 25 May 2022 (the “**Announcements**”) in relation to the Placing and the circular of the Company dated 30 July 2018 (the “**Circular**”) in relation to the adoption of the Share Option Scheme (as defined below). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Circular.

COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions of the Placing have been fulfilled and Completion took place on 9 June 2022. All the 2,955,805,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.10 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The aggregate net proceeds (after deduction of the fees, commissions and expenses) from the Placing of approximately HK\$294.7 million will be applied in manner as disclosed in the announcement of the Company dated 25 May 2022.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placees and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company or its connected persons. None of the Placees has become a substantial shareholder of the Company upon Completion.

EFFECT OF THE PLACING ON THE SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after Completion is set out below.

Shareholders' shareholding	As at the date of this announcement		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>
Magnolia Wealth ⁽¹⁾	7,624,782,954	38.69%	7,624,782,954	33.65%
Mr. Ji	909,510,000	4.62%	909,510,000	4.01%
Placing Shares	–	0.00%	2,955,805,000	13.04%
Other public Shareholders	11,171,098,777	56.69%	11,171,098,777	49.30%
Total	19,705,391,731	100.0%	22,661,196,731	100.0%

Note:

- The entire issued share capital of Magnolia Wealth is beneficially owned by Mr. Ji.

ADJUSTMENTS RELATING TO THE SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

The share option scheme was adopted by the Company which was approved by the Shareholders at the Company's extraordinary general meeting held on 17 August 2018 (the "Share Option Scheme"). The details of the Share Option Scheme is set out in the Circular.

Pursuant to the Share Option Scheme, in the event of any alteration in the capital structure of the Company whilst any share option granted under the Share Option Scheme (the “**Share Option(s)**”) remains exercisable, whether by way of share placing or private placing, corresponding alterations (if any) shall be determined and made to the exercise price and number of Share Option(s) with reference to the principle listed in the Share Option Scheme.

The Board announces that, upon Completion, adjustments are made to the exercise price and the number of Shares falling to be issued upon the exercise of the outstanding Share Options pursuant to the relevant terms of the Share Option Scheme.

The exercise price of the outstanding Share Options and the number of Shares falling to be issued upon the exercise of the outstanding Share Options are adjusted in the following manner:

Date of grant of the outstanding Share Options	Immediately before the Placing		Immediately after the Placing	
	Exercise price per Share (HK\$)	Number of Shares to be issued upon full exercise of the outstanding Share Options	Adjusted exercise price per Share (HK\$)	Adjusted number of Shares to be issued upon full exercise of the outstanding Share Options
14 December 2018	2.56	18,928,600	2.52	19,216,964

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

Baker Tilly Hong Kong Limited, the auditor of the Company, has confirmed in writing the mathematical accuracy of the calculation of the adjustments made to the exercise price and the number of Shares falling to be issued upon the exercise of the outstanding Share Options and the said adjustments are in compliance with the requirements set out in the relevant terms of the Share Option Scheme and Rule 17.03(13) of the Listing Rules.

By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 9 June 2022

As at the date of this announcement, the executive Directors are Mr. Ji Changqun, Ms. Du Wei and Mr. Shen Chen; and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Tsang Sai Chung and Mr. Huang Shun.