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

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

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富汇国际集团控股有限公司

Fullwealth International Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1034)

(1) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Room 4101-4104, 41/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai on 21 July 2022, Thursday, at 9:30 a.m. is set out on pages 18 to 20 of this circular. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time fixed for holding the EGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement the following precautionary measures at the EGM including, without limitation:

- **Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;**
- **Each attendee must wear a surgical face mask at all times inside the meeting venue and to maintain appropriate social distancing;**
- **No refreshment will be served, and there will be no corporate gift;**
- **All participants at the EGM meeting venue must scan the "LeaveHomeSafe" venue QR code and comply with the requirements of the Vaccine Pass Direction prior to entry to the venue;**
- **Seating at the EGM meeting venue will be arranged so as to allow for appropriate social distancing and spacing between seats and comply with the relevant laws and regulations; and**
- **Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.**

The Company strongly advises Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the EGM in person. Shareholders are advised to read page 1 of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

5 July 2022

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PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health ("CHP") on the prevention of COVID-19, the Company will implement precautionary measures at the EGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the EGM (the "Stakeholders") which include without limitation:

- (1) Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM.
- (2) There will be compulsory body temperature screening for all persons before entering the EGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person which exhibits any flu-like symptoms may be denied entry into the EGM venue or be required to promptly leave the EGM venue.
- (3) No refreshment will be served, and there will be no corporate gift.
- (4) Any attendee who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the EGM venue.
- (5) Anyone attending the EGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the EGM venue in line with the guidance from the Hong Kong Government will be made.
- (7) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the EGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the EGM in person.
- (8) Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (9) Health education materials and up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force as amended, supplemented or otherwise modified from time to time
“Announcement”	the announcement of the Company dated 30 June 2022 in relation to the Proposed Adoption Of New Memorandum And Articles Of Association
“Board”	the board of Directors
“Company”	Fullwealth International Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 4101-4104, 41/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 21 July 2022, Thursday at 9:30 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“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 People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company currently in force as amended, supplemented or otherwise modified from time to time
“New Memorandum and Articles of Association”	the amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the Memorandum of Association and Articles of Association as set out in Appendix I to this circular
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



富汇国际集团控股有限公司

Fullwealth International Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1034)

Executive Directors:

Ms. Liu Xinyi (*Chief Executive Officer*)

Mr. Wong Chun Man

Non-executive Directors:

Ms. Ma Xiaoqiu (*Chairlady*)

Independent Non-executive Directors:

Mr. Chen Wen

Mr. Li Siu Bun

Mr. Peng Peng

Registered office:

Windward 3, Regatta Office Park,

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal place of

business in Hong Kong:

Room 2202, 22/F,

West Exchange Tower

322 Des Voeux Road Central

Sheung Wan, Hong Kong

5 July 2022

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;**

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The Board refers to the announcement made by the Company on 30 June 2022 relating to the Proposed Adoption of New Memorandum and Articles of Association.

The purpose of this circular is to provide you with, among other things, (a) further information on the Proposed Adoption of New Memorandum and Articles of Association and (b) the notice of the EGM at which special resolution will be proposed to approve the Proposed Adoption of New Memorandum and Articles of Association.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed to seek the approval from the Shareholders at the EGM for the Proposed Amendments for the purposes of, among others, (1) bringing the Memorandum of Association and Articles of Association in line with the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022 and applicable laws of the Cayman Islands; (2) providing flexibility to the Company in relation to the conduct of general meetings; and (3) making other consequential and housekeeping amendments. In view of the Proposed Amendments, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum of Association and Articles of Association. Details of the Proposed Amendments are set out in Appendix I to this circular.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange. The Proposed Amendments and the New Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at Room 4101-4104, 41/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 21 July 2022, Thursday, at 9:30 a.m. to consider and, if thought fit, approve the Proposed Adoption of the New Memorandum and Articles of Association. The notice convening the EGM is set out on pages 18 to 20 of this circular. Whether or not you intend to attend the EGM or any adjournment thereof (as the case may be), please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in the Proposed Amendments and the New Memorandum and Articles of Association and no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM.

In accordance with the Listing Rules, the vote of all Shareholders taken at the EGM to approve the Proposed Adoption of the New Memorandum and Articles of Association will be taken by poll. The results of the vote will be announced after the EGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from 18 July 2022, Monday to 21 July 2022, Thursday (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 15 July 2022, Friday.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by a poll. Therefore, the chairman of the EGM will demand a poll for the special resolution to be put forward at the EGM pursuant to article 72 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the EGM in accordance with rule 13.39(5) of the Listing Rules.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Adoption of the New Memorandum and Articles of Association.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that the Proposed Adoption of the New Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolution to be proposed at the EGM to approve the Proposed Adoption of the New Memorandum and Articles of Association.

Yours faithfully,
For and on behalf of the Board
Fullwealth International Group Holdings Limited
Liu Xinyi
Executive Director

The following are the Proposed Amendments to the existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles of Association.

THE MEMORANDUM OF ASSOCIATION

General amendments

- (i) Replacing all references to the words “the Companies Law (As Revised)” and “Companies Law” with “the Companies Act (As Revised)” or “the Companies Act (As Revised) of the Cayman Islands” wherever they appear in the Memorandum of Association.

Specific amendments

Memorandum No. Proposed amendments showing changes to the existing Memorandum

HEADING

**THE COMPANIES LAW ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF**

**FULLWEALTH CONSTRUCTION INTERNATIONAL GROUP
HOLDINGS COMPANY LIMITED**

**富匯建築控股有限公司
(富匯國際集團控股有限公司)**

1. The name of the Company is Fullwealth ~~Construction International~~ Group Holdings Company Limited 富匯建築控股有限公司富匯國際集團控股有限公司.
2. The registered office of the Company will be situate at the offices of ~~Ester Ocorian~~ Trust (Cayman) Limited, ~~Windward 3, Regatta Office Park,~~ PO Box 1350, ~~Clifton House, 75 Fort Street,~~ Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the ~~Directors~~ directors of the Company may from time to time decide.
- 4.2 To lend money with or without security either at interest or without and to invest money of the Company in such manner as the ~~Directors~~ directors of the Company think fit.
- 5 If the Company is registered as an exempted company as defined in the ~~Cayman Islands Companies Law Act (as revised) of the Cayman Islands,~~ it shall have the power, subject to the provisions of the ~~Cayman Islands Companies Law Act (as revised) of the Cayman Islands~~ and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

THE ARTICLES OF ASSOCIATION

General amendments

Replacing all references to the words “the Companies Law (As Revised)” and “Companies Law” with “the Companies Act (As Revised)” or “the Companies Act (As Revised) of the Cayman Islands” wherever they appear in the Articles of Association.

Specific amendments

Article No.	Proposed amendments showing changes to the existing Articles
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HEADING

**THE COMPANIES ~~LAW~~ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
FULLWEALTH ~~CONSTRUCTION~~INTERNATIONAL GROUP
HOLDINGS COMPANY LIMITED
富匯建築控股有限公司
(富匯國際集團控股有限公司)**

1. (a) Table “A” of the Companies ~~Law~~Act (as revised) of the Cayman Islands shall not apply to the Company.
- (b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

~~Close Associate~~close associate(s) shall have the meaning ~~as defined~~given to it in the Listing Rules;

Companies ~~Law~~Act: means the Companies ~~Law~~Act (as revised) of the Cayman Islands (as amended from time to time) and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, ~~the~~its Memorandum of Association and/or ~~the~~these Articles of Association;

Companies Ordinance: means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong (as amended from time to time~~);~~);

Subsidiary: has the meaning ascribed to it by Section 15 of the Companies Ordinance; ~~and~~

- | Article No. | Proposed amendments showing changes to the existing Articles |
|-------------|--|
| 2. | To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a <u>A</u> Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the <u>these</u> Articles or to change the name of the Company. |
| 5. | (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law <u>Act</u> , be varied or abrogated either with the consent in writing of the holders of not less than ¾ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll. |
| 9. | The Board may, before the issue of any new Shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of Shares in proportion as nearly <u>near</u> as may be to the number of Shares of such class held by them respectively, or make any other provisions as to the allotment and issue <u>of</u> such Shares, but in default of any such determination or so far as the same shall not extend, such Shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same. |
| 15. | (c) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.
(d) (c) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.
(e) (d) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof. |

- | Article No. | Proposed amendments showing changes to the existing Articles |
|-------------|--|
| 17. | (c) During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. <u>The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u> |
| 45. | If the Board shall refuse to register a transfer of any Share, it shall, within two months <u>Months</u> after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal. |
| 62. | At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial</u> year and shall specify the meeting as such in the notice calling it; and not more than 15 Months. <u>Each annual general meeting shall be held within six Months after the end of the Company's financial year (or such any longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</u> The annual general meeting shall be held in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings. |
| 64. | The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary <u>An extraordinary general meetings</u> meeting shall also be convened on the requisition of one or more Shareholders holding, at <u>on</u> the date of deposit of the requisition, not less than one tenth <u>10%</u> of the paid up <u>voting rights (on a one vote per Share basis) in the issued share capital of the Company having the right of voting at.</u> Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meetings. <u>meeting concerned.</u> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (<u>or</u> themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company. |

- | Article No. | Proposed amendments showing changes to the existing Articles |
|-------------|---|
| 65 | An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given; in <u>the</u> manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: |
| 67. | (a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:

(iv) the appointment <u>and removal</u> of <u>the</u> Auditors; |
| 68. | For <u>Unless otherwise specified, for</u> all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. |
| 72. | At any general meeting a resolution put to the vote of the meeting shall be decided by poll, save that the chairman of the meeting may, pursuant to the Listing Rules, <u>in good faith,</u> allow a resolution <u>which relates purely to a procedural or administrative matter to be voted on by a show of hands; in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.</u> |

Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

Article No. Proposed amendments showing changes to the existing Articles

- 79A. Each Shareholder has the right to speak and vote at a general meeting, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
92. (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to vote and to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.
- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company ~~or at~~ any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders, provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands; and the right to speak.
104. (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~close associates;
- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~close associates; or

Article No. Proposed amendments showing changes to the existing Articles

105 A Director shall vacate his office:

- (c) if he absents himself from the meetings of the Board during a continuous period of six ~~months~~ Months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office; or

107. (d) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his ~~Close Associate~~ close associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
- (A) to the Director or his ~~Close Associate~~ close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (B) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his ~~Close Associate~~ close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his ~~Close Associate~~ close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including:
- (A) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his ~~Close Associate~~ close associate(s) may benefit; or
- (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to ~~Director~~ the Director, his ~~Close Associate~~ close associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his ~~Close Associate~~ close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

Article No. Proposed amendments showing changes to the existing Articles

- (iv) any contract or arrangement in which the Director or his ~~Close Associate~~close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
- (f) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his ~~Close Associate~~close associate(s) or as to the entitlement of any Director (other than the chairman of the meeting) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his ~~Close Associate~~close associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his ~~Close Associate~~close associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his ~~Close Associate~~close associate(s) as known to him has not been fairly disclosed to the Board.
- ~~(f)~~(g) Each reference to close associate(s) in paragraph (d) or (f) of this Article above shall be deemed to be a reference to associate(s) (as defined in the Listing Rules) where the proposal, transaction, contract or arrangement concerned is a connected transaction (as defined in the Listing Rules).
- 112 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be subject to eligible for re-election at such annual general meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election: at such annual general meeting. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

- | Article No. | Proposed amendments showing changes to the existing Articles |
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| 113 | No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment <u>lodgement</u> of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days. |
| 114 | The Company <u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108. |
| 124 | A Director appointed to an office under Article 122 shall be subject to the same provisions as to resignation and removal as the other Directors of the Company , and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. |
| 176 | (a) The Company <u>Shareholders</u> shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A No Director; or officer of the Company, or any employee of any such Director; or officer or employee of the Company, shall not be appointed as the Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by, or on the authority of, the Company in the Shareholders at each annual general meeting by Ordinary Resolution, except that in, at any particular year the Company in annual general meeting, the Shareholders may delegate the fixing of power to fix such remuneration to the Board <u>by Ordinary Resolution</u> , and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term. |

- | Article No. | Proposed amendments showing changes to the existing Articles |
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| 188 | Subject to the Companies Law, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution. |
| 193. | (a) The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Shareholder who is untraceable, but no such sale shall be made unless: <ul style="list-style-type: none">(ii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such Shares and a period of three months<u>Months</u> has elapsed since the date of such advertisement (or, if published more than once, the first thereof);(iii) the Company has not at any time during the said periods of 12 years and three months<u>Months</u> received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and |

FINANCIAL YEAR

- 197 The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on 31 December in each year.

NOTICE OF EXTRAORDINARY GENERAL MEETING



富汇国际集团控股有限公司

Fullwealth International Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1034)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of shareholders of Fullwealth International Group Holdings Limited (the “**Company**”) will be held at Room 4101-4104, 41/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 21 July 2022, Thursday, at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT:** the amended and restated memorandum and articles of association of the Company (incorporating the proposed amendments to the existing amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix I to the circular of the Company dated 5 July 2022) (“**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and articles of association of the Company, and any one director or company secretary of the Company be and is authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement the adoption of the New Memorandum and Articles of Association.”

By Order of the Board

Fullwealth International Group Holdings Limited

Liu Xinyi

Executive Director

Hong Kong, 5 July 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the EGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, 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 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. A proxy form for use at the EGM is enclosed.
4. In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong at least 48 hours before the time fixed 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 Hong Kong branch share registrar and transfer office of the Company 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.
5. For the purposes of determining shareholders' eligibility to attend, speak and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from 18 July 2022, Monday to 21 July 2022, Thursday (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the EGM (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 15 July 2022, Friday.
6. A circular containing further details concerning the special resolutions set out in the above notice will be sent to all shareholders of the Company together with this notice.
7. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the website of the Company (www.fullwealthgroup.com) and the HKEX news website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this announcement, the Board comprises:

Executive Directors: Ms. Liu Xinyi (*Chief Executive Officer*)
Mr. Wong Chun Man

Non-executive Director: Ms. Ma Xiaoqiu (*Chairlady*)

Independent Non-executive Directors: Mr. Chen Wen
Ms. Li Siu Bun
Mr. Peng Peng