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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 AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
PROPOSED ADOPTION OF THE NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Fullshare Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of “Core Standards” for shareholder protections for issuers. Furthermore, the Company proposes to modernize and provide flexibility to the Company in relation to the conduct of general meetings.

The board (the “**Board**”) of directors (“**Directors**”) of the Company proposes to amend and restate the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) for the purposes of, among others, (i) bringing the memorandum and articles of association of the Company in line with the amendments made to the Listing Rules and the applicable laws of the Cayman Islands; and (ii) making certain housekeeping amendments to the memorandum and articles of association for the purpose of clarifying existing practice (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the new amended and restated memorandum and articles of association of the Company which consolidates the Proposed Amendments, in substitution for and to the exclusion of the Existing Memorandum and Articles in their entirety (the “**New Memorandum and Articles**”).

A summary of the Proposed Amendments is set out below:

- (i) to require the annual general meeting to be held in each financial year and such annual general meeting shall be held within six months after the end of the Company's financial year unless a long period would not infringe the Listing Rules;
- (ii) to provide for shareholders right to speak and vote at a general meeting except a shareholder is required, by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
- (iii) to provide for shareholders right to convene an extraordinary general meeting and propose resolutions to the general meeting agenda;
- (iv) to require an ordinary resolution of shareholders to approve the appointment, removal and remuneration of the Company's auditors;
- (v) to allow the Company to hold hybrid or virtual general meetings of shareholders;
- (vi) to revise the situations that the directors of the Company shall not vote (nor be counted in the quorum) on resolutions of directors;
- (vii) to allow the declaration and payment of dividends by the directors from the share premium account of the Company without the sanction of ordinary resolutions;
- (viii) to allow the electronic submission of proxy forms;
- (ix) to allow for postponement in certain circumstances of a general meeting after it has been convened but before it is held; and
- (x) to provide for the chairman of a general meeting powers to take certain actions in order to ensure an orderly general meeting.

The Proposed Amendments and the adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the forthcoming annual general meeting of the Company ("**AGM**"). The New Memorandum and Articles will take effect on the date on which the New Memorandum and Articles are approved and adopted at the AGM, with immediate effect from the close of the AGM.

A circular containing, amongst other things, details of the Proposed Amendments to the Existing Memorandum and Articles brought about by the adoption of the New Memorandum and Articles (including mark-ups against the Existing Memorandum and Articles), together with the notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 31 March 2023

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