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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) CHANGE OF DIRECTORS AND COMPOSITION OF THE BOARD  
COMMITTEES**

**(2) CHANGE OF AUTHORISED REPRESENTATIVE**

**(3) POSTPONEMENT OF ANNUAL GENERAL MEETING**

**(4) CHANGE OF DATES FOR CLOSURE OF REGISTER OF MEMBERS**

**(5) DESPATCH OF SUPPLEMENTAL CIRCULAR, SUPPLEMENTAL  
NOTICE AND REVISED FORM OF PROXY**

**(6) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

**(1) CHANGE OF DIRECTORS AND COMPOSITION OF THE BOARD  
COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Fullwealth International Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that:

- (i) Mr. Li Siu Bun (“**Mr. Li**”) has resigned as an independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the remuneration committee of the Board (the “**Remuneration Committee**”) and the nomination committee of the Board (the “**Nomination Committee**”) with immediate effect.
- (ii) Mr. Wong Chun Man (“**Mr. Wong**”) has resigned as an executive Director with immediate effect.

Following Mr. Wong’s resignation, Mr. Wong ceased to be (a) the authorised representative of the Company under Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (b) the authorised representative of the Company for accepting the service of process and notices on the Company’s behalf in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Each of Mr. Li and Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and/or the shareholders of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Li and Mr. Wong for their contributions to the Group during their term of office.

The Board is pleased to announce that following the resignation of Mr. Li, Mr. Leung Gavin L. (“**Mr. Leung**”) has been appointed as an independence non-executive Director pursuant to article 112 of the amended and restated articles and association of the Company (the “**Articles**”), the chairman of Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee with effect from 12 May 2023.

Set out below are the biographical details of Mr. Leung:

#### **Mr. Leung Gavin L.**

Mr. Leung, aged 48, has over 20 years of accounting, audit and company secretarial experience. Mr. Leung obtained his Bachelor’s degree of commerce, accounting and finance from Curtin University of Technology in Australia in February 2006; and his Master’s degree of laws from University of Greenwich in June 2022. He has been a fellow member of Certified Practising Accountant Australia (CPA Australia) since January 2019. He has also been a member of Hong Kong Institute of Certified Public Accountants since May 2020. Mr. Leung has been appointed as a company secretary and the authorized representative of Dowway Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8403) since 3 February 2023. Mr. Leung was appointed as an independent non-executive director of Min Fu International Holding Limited, a company listed on the GEM of the Stock Exchange (stock code: 8511) during the period from January 2022 to April 2023.

The Company has entered into a letter of appointment with Mr. Leung regarding his directorship for an initial term of three year. His appointment is subject to retirement by rotation and reelection pursuant to the Listing Rules and the Articles. Mr. Leung is entitled to a fixed monthly Director’s remuneration of HK\$10,000, which was determined by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including his position and responsibilities within the Company, his qualification, experience and remuneration level of market peers.

Save as disclosed above, as at the date of this announcement, Mr. Leung (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong)); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years. Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to

the appointment of Mr. Leung that need to be brought to the attention of the Shareholders.

## **(2) CHANGE OF AUTHORISED REPRESENTATIVE**

The Board hereby announces that:

1. following Mr. Wong's resignation, Mr. Wong ceased to be the authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 12 May 2023; and
2. Ms. Ma Xiaoqiu has been appointed as the authorized representatives of the Company under Rule 3.05 of the Listing Rules with effect from 12 May 2023.

## **(3) POSTPONEMENT OF ANNUAL GENERAL MEETING**

Reference is made to the circular of the Company (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of annual general meeting of the Company (the “**AGM**”) both dated 19 April 2023 in relation to, among other things, the AGM. Pursuant to the AGM Notice, the AGM would be held at 21/F Grand Millennium Plaza 181 Queen's Road Central Hong Kong, on 17 May 2023 at 9:30 a.m.

In accordance with article 62 of the Articles, each annual general meeting of the Company shall be held within six months after the end of the Company's financial year (or any longer period authorised by the Stock Exchange) in the relevant territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint.

As disclosed in this announcement, the appointment of Mr. Leung is subject to retirement by rotation and re-election pursuant to the Listing Rules and the Articles. Accordingly, additional resolution will be proposed at the AGM regarding the re-election of Mr. Leung as an independent non-executive Director. The Board hereby announces that, due to additional resolution to be submitted to the Shareholders for the consideration and additional time required by the Company for preparation of the relevant resolution, the Company hereby postpone the AGM (the “**Postponed AGM**”) to a date falling on or before 30 June 2023 (the “**Postponement of the AGM**”).

The supplemental circular, containing among other things, the details of the additional resolutions to be considered at the Postponed AGM will be despatched to the Shareholders in due course.

## **(4) CHANGE OF DATES FOR CLOSURE OF REGISTER OF MEMBERS**

As set out in the AGM Circular, the register of members of the Company is originally scheduled to be closed from Friday, 12 May 2023 to Wednesday, 17 May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM.

Due to the Postponement of the AGM, the period during which the register of members

will be closed in order to determine the identity of the Shareholders who are entitled to attend and vote at the Postponed AGM (during which period no share transfers will be registered) will also be changed. The revised period during which the register of members will be closed will be announced together with the revised date of the Postponed AGM.

#### **(5) DESPATCH OF SUPPLEMENTAL CIRCULAR, SUPPLEMENTAL NOTICE AND REVISED FORM OF PROXY**

The supplemental circular and supplemental notice of the Postponed AGM together with the revised form of proxy (the “**Revised Form of Proxy**”), containing among other things, the additional resolution to be considered, will be despatched to the Shareholders and published on the websites of the Stock Exchange and the Company in due course.

Special arrangements for the completion and return of the Revised Form of Proxy will also be set out in the supplemental notice of the Postponed AGM. Shareholders who have appointed or intend to appoint any proxy to attend the Postponed AGM are requested to pay particular attention to the special arrangements to be set out therein.

#### **(6) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board hereby announces that the principal place of business of the Company in Hong Kong will be changed to Room 7801-7803, 78th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong, with effect from 12 May 2023. The Company’s telephone and facsimile numbers will remain unchanged.

By order of the Board  
**Fullwealth International Group Holdings Limited**  
**Ma Xiaoqiu**  
*Non-Executive Director and Chairlady*

Hong Kong, 12 May 2023

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

Executive Directors:	Ms. Liu Xinyi (Chief Executive Officer)
Non-executive Director:	Ms. Ma Xiaoqiu (Chairlady)
Independent non-executive Directors:	Mr. Chen Wen Mr. Peng Peng Mr. Leung Gavin L.