

Execution version

DATE: 3 MARCH 2023

**CIS FUND OFC – CIS OPPORTUNITIES I FUND
(as Subscriber)**

AND

**FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED
(as Issuer)**

**SECOND SUPPLEMENTAL AGREEMENT
to
the subscription agreement dated 11 July 2022
(as supplemented and revised by a supplemental agreement
dated 9 September 2022)**

THIS SECOND SUPPLEMENTAL AGREEMENT (this “**Second Supplemental Agreement**”) is made on the 3rd day of March 2023

BETWEEN

- (1) **CIS FUND OFC – CIS OPPORTUNITIES I FUND**, a sub-fund of an open-ended fund company with variable share capital incorporated in Hong Kong and having its registered office at Room C, 21/F Centre Point, 181-185 Gloucester Road, Wan Chai, Hong Kong (the “**Subscriber**”); and
- (2) **Fullsun International Holdings Group Co., Limited**, a company incorporated in Bermuda with limited liability and having its registered office at Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and its principal place of business in Hong Kong at Room 1811, 18/F, V Heun Building, 138 Queen’s Road Central, Central, Hong Kong (the “**Issuer**”),

and is **SUPPLEMENTAL** to the subscription agreement dated 11 July 2022 entered into between the Subscriber and the Issuer (as supplemented and revised by a supplemental agreement dated 9 September 2022 entered into between the Subscriber and the Issuer, collectively the “**Original Agreement**”) in relation to, among others, the subscription by the Subscriber, and the allotment and issue by the Issuer, of 1,307,019,402 ordinary shares of HK\$0.01 each in the share capital of the Issuer immediately after the Share Consolidation (as defined in the Original Agreement) and the Capital Reduction (as defined in the Original Agreement) becoming effective.

WHEREAS:

In consideration of the continuing subsistence of the Original Agreement in the interests of both Parties, the Parties have agreed to enter into this Second Supplemental Agreement to make certain amendments to the Original Agreement in the manner set out herein.

IT IS HEREBY AGREED as follows:

1. Interpretation

In this Second Supplemental Agreement, unless otherwise defined herein, capitalised terms used herein (including the Recital hereto) shall have the same meanings as defined in the Original Agreement.

2. Amendments to the Original Agreement

The Original Agreement is hereby amended by deleting the definition of Long Stop Date set out in clause 1.1 thereof in its entirety and inserting the following in substitution therefor:

““Long Stop Date” means 30 June 2023 (or such later date as the Issuer and the Subscriber may agree in writing)”

3. **Confirmation of the Original Agreement**

This Second Supplemental Agreement is supplemental to the Original Agreement. Save as amended or supplemented as aforesaid, the Parties confirm that all other provisions of the Original Agreement shall continue to remain in full force and effect and be operative and binding on the Parties and that the Original Agreement and this Second Supplemental Agreement shall hereafter be read and construed as one agreement. Accordingly, the Original Agreement shall, where the context so requires, be read and construed throughout so as to incorporate the amendments and supplements hereinbefore made and any provision in the Original Agreement which is inconsistent with the changes contemplated by or provided in this Second Supplemental Agreement shall cease to apply or, as the case may be, be modified accordingly.

4. **Provisions by incorporation**

Clauses 10 to 21 of the Original Agreement shall *mutatis mutandis* be incorporated into this Second Supplemental Agreement as if they were expressly set out herein, save that the term “this Agreement” therein shall be construed as “this Second Supplemental Agreement”.

5. **Governing Law and Jurisdiction**

This Second Supplemental Agreement shall be governed by and construed in all respects in accordance with the laws of Hong Kong and the Parties hereto hereby irrevocably submit to the non-exclusive jurisdiction of the Hong Kong courts.

(the remainder of this page is intentionally left blank)

IN WITNESS whereof the duly authorised representatives of the Parties have executed this Second Supplemental Agreement on the date first before appearing.

THE SUBSCRIBER

SIGNED by)
CHUNG HO WAI ALAN)
for and on behalf of)
CIS FUND OFC – CIS)
OPPORTUNITIES I FUND)
In the presence of:)



Witness signature:



Name of witness:

Kennas Chow

THE ISSUER

SIGNED by Pan Haoran)
for and on behalf of)
FULLSUN INTERNATIONAL)
HOLDINGS GROUP CO., LIMITED)
In the presence of:)

For and on behalf of
FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED
福晟國際控股集團有限公司

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Authorized Signature(s)

Witness signature: 
Name of witness: Zeng Siying