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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)

REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

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On 13 March 2024, the board of directors of Fullwealth International Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) received a written requisition (the “**Requisition**”) from Victory Way Global Company Limited, a major shareholder holding a total of 1,200,000,000 ordinary shares of the Company (accounting for approximately 75% of the issued share capital of the Company) by way of hand delivery by their lawyer to its principal place of business in Hong Kong, requesting the Company to convene an extraordinary general meeting (the “**Extraordinary General Meeting**”) to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- (1) to remove Mr. Li Yuguo as a director and all positions in the Company in accordance with Article 114 of the memorandum and articles of the association of the Company (the “**Articles**”) with effect from the conclusion of the Extraordinary General Meeting;
- (2) to remove Mr. Wang Tianzi as a director and all positions in the Company in accordance with Article 114 of the Articles with effect from the conclusion of the Extraordinary General Meeting;
- (3) to remove Ms. Cheung Ka Yi as a director and all positions in the Company in accordance with Article 114 of the Articles with effect from the conclusion of the Extraordinary General Meeting;

- (4) to remove Mr. Cheng Wai Hei as a director and all positions in the Company in accordance with Article 114 of the Articles with effect from the conclusion of the Extraordinary General Meeting;
- (5) to remove directors appointed to the board of directors from the date of Requisition to the date of the Extraordinary General Meeting (other than directors appointed at the Extraordinary General Meeting) in accordance with Article 114 of the Articles with effect from the conclusion of the Extraordinary General Meeting;
- (6) to appoint Ms. Qu Dongling as an executive director in accordance with Article 111 of the Articles with effect from the conclusion of the Extraordinary General Meeting;
- (7) to appoint Mr. Wang Huimin as an independent non-executive director in accordance with Article 111 of the Articles with effect from the conclusion of the Extraordinary General Meeting;
- (8) to appoint Ms. Hui Sau Fan as an independent non-executive director in accordance with Article 111 of the Articles with effect from the conclusion of the Extraordinary General Meeting; and
- (9) To authorize the board of directors to fix remuneration of the directors.

In accordance with Article 64 of the Articles, an extraordinary general meeting shall be convened on the requisition of one or more Shareholders holding, on the date of deposit of the requisition, not less than 10% of the voting rights (on a one vote per Share basis) in the issued share capital of the Company. Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meeting concerned. 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 requisitionist(s) himself (or themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Since Mr. Cheng Wai Hei, an independent non-executive director of the Company, has resigned as an independent non-executive director of the Company with effect from 14 March 2024, the resolution (4) proposed in the above Requisition would not be put to a vote by shareholders at the Extraordinary General Meeting.

The board of directors will convene the Extraordinary General Meeting in accordance with the relevant provisions of the Articles for the transaction of business raised in the Requisition. The Company will issue separate announcements and despatch a circular containing, among other things, details of the Requisition together with relevant proxy form to the shareholders of the Company in accordance with the Listing Rules and/or inside information provisions when appropriate to convene the Extraordinary General Meeting.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Fullwealth International Group Holdings Limited
The Directors

Hong Kong, 2 April 2024

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

Executive Directors: Ms. Liu Xinyi (*Chief Executive Officer*)
Mr. Li Yuguo

Non-executive Director: Mr. Wang Tianzi

Independent non-executive Directors: Mr. Yam Yuet Hang
Ms. Cheung Ka Yi