

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**SHAREHOLDER'S REQUISITION IN RELATION TO  
PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening an extraordinary general meeting of Fullwealth International Group Holdings Limited to be held at Chater Room III, 2/F, Happy Valley Clubhouse, 25 Shan Kwong Road, Happy Valley, Hong Kong on Monday, 13 May 2024 at 9 a.m. is set out on pages 8 to 9 of this circular.

Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so desire.

Hong Kong, 25 April 2024

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of EGM</b> .....	8

---

## DEFINITIONS

---

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

“Articles”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors of the Company;
“Company”	Fullwealth International Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (Stock Code: 1034);
“Director(s)”	director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held at Chater Room III, 2/F, Happy Valley Clubhouse, 25 Shan Kwong Road, Happy Valley, Hong Kong on Monday, 13 May 2024 at 9 a.m. for the purposes of, among other things, considering and, if thought fit, approving the resolutions set out in the Requisition Letter;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Appointment”	the proposed appointment of Ms. Qu Dongling, Mr. Wang Huimin and Ms. Hui Sau Fan as Directors, as set out in the Requisition;
“Proposed Directors”	collectively, Ms. Qu Dongling, Mr. Wang Huimin and Ms. Hui Sau Fan who are subject of the Proposed Appointment;
“Proposed Removal”	the proposed removal of Mr. Li Yuguo, Mr. Wang Tianzi, Ms. Cheung Ka Yi and Mr. Cheng Wai Hei as Directors, as set out in the Requisition;

---

## DEFINITIONS

---

“Requisition”	the subject requisition contained in the Requisition Letter relating to, among other things, Proposed Removal and Proposed Appointment as referred to in this circular;
“Requisition Letter”	a letter dated 13 March 2024 to the Company setting out the Requisition;
“Requisitionist”	Victory Way Global Company Limited;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

---

## 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. Li Yuguo

*Non-executive Director:*

Mr. Wang Tianzi

*Independent Non-executive Directors:*

Mr. Yam Yuet Hang

Ms. Cheung Ka Yi

*Registered office:*

Windward 3, Regatta Office Park

PO 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

25 April 2024

*To the Shareholders*

Dear Sir or Madam,

**SHAREHOLDER'S REQUISITION IN RELATION TO  
PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 2 April 2024 in relation to the Requisition. The EGM will be held to consider all the resolutions proposed pursuant to the Requisition.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with (i) the information in relation to the Requisition; (ii) recommendations from the Board in relation to the Requisition; and (iii) the notice of the EGM.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

### 2. THE REQUISITION

On 13 March 2024, the Board received the Requisition Letter from the Requisitionist 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 to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- i. 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;
- ii. 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;
- iii. 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;
- iv. 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;
- v. 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;
- vi. 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;
- vii. 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;
- viii. 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

---

## LETTER FROM THE BOARD

---

ix. 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 (iv) proposed in the Requisition would not be put to a vote by the Shareholders at the EGM.

### **3. PROPOSED APPOINTMENT OF DIRECTORS AND REMOVAL OF DIRECTORS**

The Requisition Letter did not set out any reasons and/or grounds for the Proposed Removal and Proposed Appointment. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Removal and Proposed Appointment for consideration.

Set out below are the particulars of the Proposed Directors provided by the Requisitionist:

#### **Ms. Qu Dongling**

Ms. Qu, aged 30, graduated from Beijing Jiaotong University in July 2016, majoring in human resource management.

Ms. Qu is an experienced person with a background in human resources management and has demonstrated expertise in event planning and execution, market research, media strategy development and branding.

Ms. Qu has served as the head of the operation team at the headquarters of Wuwu Media Co., Ltd., the head of operations of Shenzhen Youliang Culture Communication Co., Ltd., and the head of the association of Shenzhen Zhongxing Dingsheng Media Co., Ltd. With a proven track record in the media and media industry, Ms. Qu brings a wealth of experience and expertise to the Company.

---

## LETTER FROM THE BOARD

---

### **Mr. Wang Huimin**

Mr. Wang, aged 53, graduated from Heilongjiang Business School in June 1991 majoring in finance and auditing.

Mr. Wang is currently a director of CITIC Journey Internet Services Co., Ltd. and has demonstrated expertise in the development of the technology industry and the formulation of strategies, Mr. Wang served as a staff member, the chief of the audit department and the chief of the comprehensive section of the Audit Bureau of Harbin Power Zone, Heilongjiang Province, accumulating extensive experience and professional knowledge in finance and auditing.

### **Ms. Hui Sau Fan**

Ms. Hui, aged 43, graduated from Edinburgh Napier University in 2011 majoring in accounting.

Ms. Hui has worked as an accountant in a number of listed companies in Hong Kong accumulated rich experience and professional knowledge in finance and accounting.

The Board was not provided with any documents in support of the above details regarding the Proposed Directors and accordingly takes no responsibility for the accuracy of the information regarding the Proposed Directors.

Pursuant to Rule 13.74 of the Listing Rules, the Company is required to disclose the details referred to under Rule 13.51(2) of the Listing Rules in respect of the Proposed Directors to be elected at the EGM. The Company has not received any such information on the proposed Directors from the Requisitionist.

The Board acknowledged that the failure to include the information as required under Rule 13.51(2) of the Listing Rules in this circular is in breach of the Listing Rules and expressed their regret on the failure by the Requisitionist to provide the required details on the Proposed Directors.

#### **4. RECOMMENDATION BY THE BOARD**

In view of view of the limited information available to the Board on the Proposed Directors and the failure by the Requisitionist to provide any reason for the Proposed Removal and the Proposed Appointment, the Board has serious doubt over whether the Proposed Directors has sufficient experience and knowledge to properly manage the Group as based on the information proposed by the Requisitionist, the Proposed Directors has little to no experience in managing listed companies which operates similar business to the Group. Accordingly, the Board recommends Shareholders to vote against the resolutions regarding the Proposed Removal at the EGM.



---

## LETTER FROM THE BOARD

---

### 5. NOTICE OF EGM

The notice of the EGM is set out on pages 8 to 9 of this circular.

### 6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the EGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of Listing Rules.

### 7. EGM

In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, whose share registration public offices are located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 7 May 2024.

A proxy form for use at the EGM is enclosed with this circular. Whether or not a Shareholder is able to attend the meeting, he is requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he so wish. In the event that a Shareholder having lodged a proxy form attends the EGM, his proxy form will be deemed to be revoked.

Yours faithfully,  
On behalf of the Board  
**Fullwealth International Group Holdings Limited**  
**Mr. Wang Tianzi**  
*Non-executive Director*

---

## NOTICE OF EGM

---



**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 an extraordinary general meeting of Fullwealth International Group Holdings Limited (the “**Company**”) will be held at Chater Room III, 2/F, Happy Valley Clubhouse, 25 Shan Kwong Road, Happy Valley, Hong Kong on Monday, 13 May 2024 at 9 a.m. for the purposes of considering and, if thought fit, pass the following resolution as Ordinary Resolutions:

#### ORDINARY RESOLUTIONS

Words and expressions that are not expressly defined in this notice shall bear the same meanings as that defined in the circular dated 25 April 2024 published by the Company.

1. “**THAT** LI YUGUO (李玉國) be and is hereby removed as a Director and cease to hold all position in the Company pursuant to Article 114 of the Articles with effect from the conclusion of the EGM.”
2. “**THAT** WANG TIANZI (王添梓) be and is hereby removed as a Director and cease to hold all position in the Company pursuant to Article 114 of the Articles with effect from the conclusion of the EGM.”
3. “**THAT** CHEUNG KA YI (張嘉兒) be and is hereby removed as a Director and cease to hold all position in the Company pursuant to Article 114 of the Articles with effect from the conclusion of the EGM.”
4. “**THAT** each of the Directors of the Company appointed to the Board between the date of this notice of Requisition and the date of the EGM, other than those persons who are to be appointed Directors at the EGM, be and is hereby removed as a Director of the Company pursuant to Article 114 of the Articles with effect from the conclusion of the EGM.”

---

## NOTICE OF EGM

---

5. “**THAT** QU DONGLING (曲東玲) be and is hereby appointed as an executive Director of the Company pursuant to Article 111 of the Articles with effect from the conclusion of the EGM.”
6. “**THAT** WANG HUIMIN (王慧璿) be and is hereby appointed as an independent non-executive Director of the Company pursuant to Article 111 of the Articles with effect from the conclusion of the EGM.”
7. “**THAT** HUI SAU FAN (許秀芬) be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 111 of the Articles with effect from the conclusion of the EGM.”
8. “**THAT** the Board be and is hereby authorized to fix the Director’s remuneration.”

On behalf of the Board  
**Fullwealth International Group Holdings Limited**  
**Mr. Wang Tianzi**  
*Non-executive Director*

Hong Kong, 25 April 2024

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy needs not be a shareholder of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or that authority shall be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, whose share registration public offices are located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 7 May 2024.
4. Delivery of the proxy form shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the relevant proxy form shall be deemed to be revoked.