
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Fullshare Holdings Limited, you should at once hand this supplemental circular with the accompanying revised form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR OF ANNUAL GENERAL MEETING REGARDING
(1) PROPOSED APPOINTMENT OF THE NOMINATED DIRECTOR
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 26 April 2024.

A supplemental notice convening the annual general meeting of Fullshare Holdings Limited to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. is set out on pages 10 to 12 of this supplemental circular. A revised form of proxy for use at the annual general meeting is also enclosed with this supplemental circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed revised form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the revised form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof in person should you so wish.

12 June 2024

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DEFINITIONS

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

“AGM”	the 2023 annual general meeting of the Company to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. or any adjournment thereof;
“AGM Supplemental Notice”	supplemental notice of the AGM which is set out on pages 10 to 12 of this supplemental circular;
“Articles of Association”	the articles of association of the Company as may be amended from time to time, and “Article” shall mean an article provision of the Articles of Association;
“Board”	the board of Directors;
“Charged Shares”	97,600,000 Shares (then 4,880,000,000 Shares prior to the share consolidation of the Company which took effect on 4 December 2023) registered and beneficially held by Mr. Ji and Magnolia Wealth;
“Company”	Fullshare Holdings Limited 豐盛控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“controlling shareholder(s)”	has the same meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Magnolia Wealth”	Magnolia Wealth International Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by Mr. Ji and a substantial shareholder of the Company;
“Mr. Ji”	Mr. Ji Changqun, a substantial shareholder of the Company, an executive Director and the chairman of the Board;
“Original Circular”	the circular of the Company dated 26 April 2024 relating to the AGM;
“Nomination Committee”	the nomination committee of the Company;
“PRC” or “China”	the People’s Republic of China, which for the purpose of this supplemental circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it in the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

Executive Directors:

Mr. Ji Changqun *(Chairman and CEO)*

Ms. Du Wei

Mr. Shen Chen

Mr. Ge Jinzhu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Lau Chi Keung

Mr. Tsang Sai Chung

Mr. Huang Shun

Principal place of business

in Hong Kong:

Unit 2805, Level 28

Admiralty Centre Tower 1

18 Harcourt Road

Admiralty, Hong Kong

12 June 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR OF ANNUAL GENERAL MEETING REGARDING
(1) PROPOSED APPOINTMENT OF THE NOMINATED DIRECTOR
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to (i) the announcement of the Company dated 16 November 2023 (the “**Announcement**”), and (ii) the Original Circular. Capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Announcement and the Original Circular unless otherwise stated.

LETTER FROM THE BOARD

As disclosed in the Announcement, the Board received a letter informing the Company that China CITIC Bank Corporation Limited, Nanjing branch (as the chargee) has appointed receivers and managers over 97,600,000 Shares (then 4,880,000,000 Shares prior to the share consolidation of the Company which took effect on 4 December 2023) which are registered and beneficially held by Mr. Ji and Magnolia Wealth.

On 7 June 2024, subsequent to the Company's despatch of the Original Circular, the Company received the nomination notice (the "**Nomination Notice**") signed by Mr. Chan Chi Chung acting as the joint and several receiver and manager over the Charged Shares (representing approximately 15.33% of the existing issued share capital of the Company as at the date of the Nomination Notice), nominating Mr. Mak Tin Sang (麥天生) ("**Mr. Mak**" or the "**Nominated Director**") to be elected as a non-executive Director.

Pursuant to Rule 13.70 of the Listing Rules, the Company shall publish an announcement or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a director at a general meeting where such notice is received by the Company after the publication of the notice of the general meeting.

This supplemental circular is issued in compliance with Rule 13.70 of the Listing Rules and is to provide you with information in respect of the resolution to be proposed at the AGM for the appointment of the Nominated Director as a non-executive Director and to give you the supplemental notice of the AGM at which the resolution will be proposed to consider and, if thought fit, approve such matter.

PROPOSED APPOINTMENT OF THE NOMINATED DIRECTOR

Shareholders should note that the biographical details of Mr. Mak as set out in the Appendix I to this supplemental circular have been reproduced from the Nomination Notice. The Board has not verified such information, nor the Board is in a position to comment on whether there is any matter regarding the proposed appointment of Mr. Mak as a non-executive Director that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules in relation to the Nominated Director.

The proposed appointment of Mr. Mak as a non-executive Director is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

LETTER FROM THE BOARD

Subject to the approval of the Shareholders in the AGM, the Company will thereafter (i) complete all the necessary procedures in respect of the appointment including but not limited to document verification and director training; and (ii) enter into a service contract with Mr. Mak for a specific term of three years and subject to retirement by rotation and re-election in accordance with the Articles of Association.

As requested in the Nomination Notice, Mr. Mak is seeking an annual remuneration package equivalent to that of the other non-executive Directors. While there are three independent non-executive Directors, currently there is no non-executive Director on the Board. The annual remuneration of the independent non-executive Directors is HK\$360,000. If Mr. Mak's appointment is approved, the Board will determine Mr. Mak's remuneration package with reference to his qualification, experience, duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions.

RECOMMENDATION

The Board considers the proposed appointment of Mr. Mak as a non-executive Director (the "**Proposed Appointment**") is not in the interest of the Company and the Shareholders as a whole and therefore, recommends the Shareholders to vote against it after taking into account the following factors:

- (i) The current Board composition includes three independent non-executive Directors, representing more than one-third of the Board. In addition, one of the independent non-executive Directors and one of the executive Directors have accounting or related financial management expertise and both have professional qualification as an accountant. Therefore, the Company has been in compliance with the Rule 3.10 and Rule 3.10A of the Listing Rules and there is no immediate need for the Company to appoint an additional Director from compliance perspective.

Furthermore, the Nominated Director, Mr. Mak, share similar professional background with the current Directors, the appointment of who will make no contribution to the diversity of the Board but create additional financial burden on the Company. Also, the business and operation of the Company and its subsidiaries as whole have been conducted smoothly under the management of the existing Board and the Company does not foresee any need for an additional member of the Board in near future from operational perspective.

LETTER FROM THE BOARD

- (ii) 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 make necessary changes to their articles to conform with “Core Standards” for shareholder protections. As such, the Company has proposed to adopt the new amended and restated memorandum and articles of association to bring the existing Articles of Association in line with the amendments made to the Listing Rules by way of a special resolution at three different general meetings of the Company.

Notwithstanding that the main reasons for the adoption of the new amended memorandum and articles of association of the Company are among others, to bring the existing Articles of Association in line with the amendments made to the Listing Rules and the applicable laws of the Cayman Islands as disclosed in the circulars of the Company dated 29 April 2022, 7 June 2023 and 30 November 2023, China CITIC Bank Corporation Limited, who initiated the Proposed Appointment, has always voted against such resolution to adopt the new amended memorandum and articles of association of the Company. As disclosed in the poll results announcement of the Company dated 30 May 2022, 30 June 2023 and 28 December 2023, the resolution to adopt the new amended memorandum and articles of association of the Company was not passed, and the new amended memorandum and articles of association was not adopted. Also, additional financial burden has been created on the Company for re-proposing such a proposal again and again. Such voting action is not in the interest of the Company and the Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM of the Company to be held on Friday, 28 June 2024, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2024.

ANNUAL GENERAL MEETING

A supplemental notice convening the AGM to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. is set out on pages 10 to 12 of this supplemental circular.

LETTER FROM THE BOARD

A revised form of proxy for use by the Shareholders at the AGM is enclosed with this supplemental circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed revised form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (the “**Closing Time**”). Completion and return of the revised form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person should you so wish.

If a Shareholder has not yet returned the original form of proxy which was despatched to the Shareholders by the Company on 26 April 2024 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her/its behalf, he/she/it is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she/it should note that:

- (i) If no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolution as set out in this supplemental circular and the supplemental notice of the AGM).
- (ii) If the revised form of proxy is returned by the Shareholder at or before the Closing Time in accordance with the instructions printed thereon, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed, and will revoke and supersede the Original Form of Proxy previously lodged by him/her/it.
- (iii) If the revised form of proxy is returned by the Shareholder after the Closing Time, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolution as set out in this supplemental circular and the supplemental notice of the AGM).

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I to this supplemental circular.

RESPONSIBILITY STATEMENT

The Directors note that the details of the Nominated Director as set out in the Appendix I to this supplemental circular were reproduced from and based solely on the information contained in the Nomination Notice and have not been independently verified by the Company or the Directors. The accuracy of which cannot be ascertained at this moment and the Directors made no guarantee as to whether the Nominated Director is a fit and proper person as a director of the Company.

Subject to the qualification as set out in the above paragraph, the Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully,
For and on behalf of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Below are the biographical details of Mr. Mak which are reproduced from and based solely on the information contained in the Nomination Notice and have not been independently verified by the Company or the Board:

NON-EXECUTIVE DIRECTOR**Mr. Mak Tin Sing**

Mr. Mak, aged 68, received a higher diploma in Accountancy from Hong Kong Polytechnic in 1979 and further obtained a Master of Business Administration degree from University of Sheffield in 1985. Mr. Mak is a fellow member of Association of Chartered Certified Accountants and an associate member of Australian Chartered Association of Management Accountants.

Mr. Mak was the chief financial officer of Nutryfarm International Limited (AZT.SI) from August 2001 to September 2003. From January 2004 to May 2015, he was the chief financial officer of Sinocloud Group Limited (5EK.SI). He also served as an executive director of Sinocloud Group Limited (5EK.SI) from June 2013 to May 2015. He was the chief executive officer of Asia Fashion Holdings Limited (BQ1.SI) from May 2015 to June 2016, then the chief financial officer of the same company from June 2016 to July 2018. He also served as an executive director of the same company from May 2015 to April 2018. Mr. Mak was appointed as an executive director of China Asia Valley Group Limited (0063.HK) during the period from November 2015 to May 2017. He was an independent financial consultant of Mingyuan Medicare Development Company Limited (0233.HK) from September 2018 to October 2019. From December 2021 to July 2022, he was a consultant of Ever-Long Securities Company Limited. From November 2021 to March 2023, Mr. Mak was appointed as an independent non-executive director of China Clean Energy Technology Group Limited (2379.HK). From November 2022 to April 2023, he was a consultant of Robustus Capital Limited. Since November 2019, Mr. Mak has been appointed as a senior financial consultant of Sanai Health Industry Group Company Limited (1889.HK). Since April 2020, he has also been appointed as an independent non-executive director of Jintai Energy Holdings Limited (2728.HK).

Save as disclosed above, Mr. Mak did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other major appointments and professional qualifications; and (iii) hold any other position in the Group.

Save as disclosed above, Mr. Mak did not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor had he any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Mak that need to be brought to the attention of the Shareholders or any other information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

Reference is made to the notice of the 2023 annual general meeting (the “AGM”) of Fullshare Holdings Limited (the “Company”) dated 26 April 2024 (the “Original Notice”), by which the Company convenes the 2023 annual general meeting to be held at Conference Room, Unit 2805, Level 28, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 June 2024 at 10:00 a.m. and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions set out in the Original Notice, the following ordinary resolution will be considered and, if thought fit, approved by the shareholders of the Company (“Shareholders”) at the AGM:

8. to appoint Mr. Mak Tin Sang as a non-executive Director.

By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 12 June 2024

Principal place of business in Hong Kong:

Unit 2805, Level 28
Admiralty Centre Tower 1
18 Harcourt Road
Admiralty, Hong Kong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2024.
2. Since the original form of proxy which was despatched by the Company to the Shareholders on 26 April 2024 (the “**Original Form of Proxy**”) and sent together with the Original Notice does not contain the proposed resolution set out in this supplemental notice, a revised form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed with the supplemental circular of the Company dated 12 June 2024 (the “**Supplemental Circular**”) of which this supplemental notice forms part.
3. In order to be valid, the Revised Form of Proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (the “**Closing Time**”).
4. A member entitled to attend and vote at the AGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote instead of him. A proxy need not be a member of the Company.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the joint holder whose name stands first on the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
6. If a Shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her/its behalf, he/she/it is required to submit the Revised Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
7. If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she/it should note that:
 - (i) If no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolution as set out in the Supplemental Circular and this supplemental notice).

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (ii) If the Revised Form of Proxy is returned by the Shareholder at or before the Closing Time in accordance with the instructions printed thereon, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed, and will revoke and supersede the Original Form of Proxy previously lodged by him/her/it.
 - (iii) If the Revised Form of Proxy is returned by the Shareholder after the Closing Time, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolution as set out in the Supplemental Circular and this supplemental notice).
8. As at the date of this supplemental notice, the board of Directors consists of Mr. Ji Changqun, Ms. Du Wei, Mr. Shen Chen and Mr. Ge Jinzhu (all being executive Directors), and Mr. Lau Chi Keung, Mr. Tsang Sai Chung and Mr. Huang Shun (all being independent non-executive Directors).
9. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.
10. The AGM is expected to be concluded within a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.
11. References to time and dates in this supplemental notice are to Hong Kong time and dates.