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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)

(I) QUARTERLY UPDATE ON STATUS OF RESUMPTION AND (II) CONTINUED SUSPENSION OF TRADING

This announcement is made by Fullwealth International Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 and Rule 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcement of the Company dated 12 March 2024 in relation to the trading suspension of the shares of the Company, the announcement of the Company dated 28 March 2024 in relation to the delay in publication of annual results for the year ended 31 December 2023, the announcement of the Company dated 24 June 2024 in relation to the Resumption Guidance issued to the Company by the Stock Exchange, the announcement of the Company dated 25 June 2024 in relation to the appointment of auditor and the announcement of the Company dated 30 August 2024 in relation to the delay in publication of the 2024 interim results announcement and dispatch of the 2024 interim report. Reference is also made to the announcement of the Company dated 19 June 2024 in relation to the resignation of the auditors of the Group and to the quarterly update announcements dated 24 June 2024 and 18 September 2024. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified.

RESUMPTION GUIDANCE

As disclosed in the announcements of the Company dated 24 June 2024, the Company received a letter dated 31 May 2024 from the Stock Exchange, setting out the following guidance for the resumption of trading in the shares of the Company on the Stock Exchange (the “**Resumption Guidance**”):

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;

- (b) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (c) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position.

The Company must meet all Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its shares is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. Whilst the Company may seek the Stock Exchange's guidance on its resumption plan, its resumption plan is not subject to the Stock Exchange's prior approval before implementation. The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 11 September 2025. If the Company fails to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 11 September 2025, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

QUARTERLY UPDATE ON RESUMPTION PROGRESS

The board of directors (the "Board") wishes to update the shareholders of the Company and potential investors of the Company on the progress of the Company's fulfilment of the Resumption Guidance as at the date of this announcement as summarised below:

Update on business operation

As disclosed in the Previous Quarterly Update Announcement dated 18 September 2024, The Group is principally engaged in (i) civil engineering, building and other works and (ii) media and entertainment business. As at the date of this announcement, the business operations of the Group are continuing as usual in all material respects notwithstanding the suspension of trading in the shares of the Company. The Group will continue to ensure the smooth business operation of the Group. The Board will continue to assess and monitor the impact (if any) of the suspension of trading in the shares of the Company on the operations and financial performance of the Group and make appropriate measures, including publication of announcement(s) in relation to the business operations of the Group, as and when appropriate.

Delay in publication of annual result and dispatch of annual report for the year ended 31 December 2023

As disclosed in the Announcement dated 28 March 2024, the publication of the 2023 Annual Results and the despatch of the 2023 Annual Report were delayed. The delay was mainly due to the inability of the predecessor Auditors to obtain sufficient and appropriate audit evidence regarding certain subsidiaries of the Company established in the People's Republic of China. As a result of the delay in the publication of the 2023 Annual Results and the despatch of the 2023 Annual Report, and as disclosed in the Announcement dated 30 August 2024, the publication of the 2024 Interim Results and the dispatch of the 2024 Interim Report were also delayed.

As disclosed in the announcement of the Company dated 25 June 2024, CL Partners CPA Limited (“**CL Partners**”) was appointed as the new auditor of the Company on 25 June 2024, additional time will be required for CL Partners to complete and finalise its audit works on the 2023 Annual Results and 2023 Annual Report. The Company will use its best endeavor and will take all necessary steps to publish the 2023 Annual Results, the 2024 Interim Results and despatch the 2023 Annual Report and the 2024 Interim Report as soon as practicable. It is expected that the reporting and audit process can be completed as soon as the missing audit evidence is obtained. The Company will publish further announcement(s) to inform the Shareholders and potential investors of any material developments in connection with the 2023 Annual Results, 2023 Annual Report, 2024 Interim Results and the 2024 Interim Report as and when appropriate.

The Board and the management of the Company will continue to work closely with CL Partners to complete the audit work of the 2023 Annual Results and will publish further announcement(s) in relation to the 2023 Annual Results as well as the preparation of the aforesaid outstanding financial information.

The Company is taking appropriate steps to comply with the Resumption Guidance and will keep its shareholders and potential investors informed of any updates by making further announcement(s) as and when appropriate and will announce quarterly updates on its development pursuant to Rule 13.24A.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 9:04 a.m. on 12 March 2024 until the publication of the announcement for the annual results of the Company and its subsidiaries for the year ended 31 December 2023.

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**
Liu Xinyi
*Executive Director and Chief
Executive Officer*

Hong Kong, 11 December 2024

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

<i>Executive Directors:</i>	<i>Ms. Liu Xinyi (Chief Executive Officer)</i> <i>Ms. Qu Dongling</i>
<i>Independent non-executive Directors:</i>	<i>Mr. Yam Yuet Hang</i> <i>Mr. Wang Huimin</i> <i>Ms. Hui Sau Fan</i>