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 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 circular with the accompanying 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)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Fullshare Holdings Limited to be held at Conference Room, Unit C1, 26th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 June 2026 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed 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 (the "**Hong Kong Branch Share Registrar**"), 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 less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the 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.

5 June 2026

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

"AGM"	the 2025 annual general meeting of the Company to be held at Conference Room, Unit C1, 26th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 June 2026 at 3:00 p.m. or any adjournment thereof;
"AGM Notice"	notice of the AGM which is set out on pages 15 to 19 of this 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;
"associate(s)"	has the same meaning ascribed to it in the Listing Rules;
"Board"	the board of Directors;
"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;
"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;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of relevant resolution granting such proposed issue mandate;
"Latest Practicable Date"	2 June 2026, being the latest practicable date for the inclusion for ascertaining certain information in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
"Nomination Committee"	the nomination committee of the Board;

"Ordinary Resolutions"	the ordinary resolutions to be proposed at the AGM as set out in the AGM Notice;
"PRC" or "China"	the People's Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such proposed repurchase mandate;
"Retiring Directors"	Ms. Du Wei, Mr. Shen Chen and Mr. Ge Jinzhu;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"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);
"Share Consolidation"	share consolidation of every fifty (50) issued and unissued then ordinary shares of HK$0.01 each in the share capital of the Company into one (1) consolidated share of HK$0.50 each became effective on 4 December 2023. For details, please refer to the announcements of the Company dated 1 November 2023 and 30 November 2023, and the circular of the Company dated 13 November 2023;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules; and
"%"	per cent.

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

Independent non-executive Directors:
Mr. Lau Chi Keung
Mr. Tsang Sai Chung
Mr. Huang Shun

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

Principal place of business in Hong Kong:
Unit C1, 26th Floor
United Centre
95 Queensway
Admiralty, Hong Kong

5 June 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions to be proposed at the AGM relating to, among other things, (a) the proposed re-election of the Retiring Directors; (b) the grant to the Directors of the Issue Mandate; (c) the grant to the Directors of the Repurchase Mandate; and (d) the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate, as well as the AGM Notice.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 87(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to Article 87(1) of the Articles of Association and Code Provision B.2.2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, every Director (including those appointed for a specific term) should be subject to retirement by rotation at least once every three years. Pursuant to Article 87(2) of the Articles of Association, a retiring Director shall be eligible for re-election. Accordingly, pursuant to Articles 87(1) and 87(2) of the Articles of Association, Ms. Du Wei, Mr. Shen Chen and Mr. Ge Jinzhu, all being executive Directors, will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Brief biographies of the Retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular.

In considering the re-election of the retiring Directors, the Nomination Committee had taken into account the nomination criteria set out in the nomination policy of the Company and given due regard to the board diversity policy of the Company. The Nomination Committee had considered factors including, among others, each of the relevant Director's cultural and educational background, skills and knowledge, experience, time commitment and contributions to the diversity of the Board.

Taking into consideration of the above, the Nomination Committee and the Board recommended the Retiring Directors to stand for re-election by the Shareholders at the AGM.

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate. As at the Latest Practicable Date, a total of 636,763,934 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 20% of total number of issued Shares, representing 127,352,786 Shares.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate. In addition, an ordinary resolution will be proposed providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of total number of issued Shares (excluding Treasury Shares, if any) as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate and the Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Issue Mandate and/or the Repurchase Mandate.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased; and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be subject to the ordinary resolution contained in item 3 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Company has no present intention to repurchase any Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM in relation to the Repurchase Mandate.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM of the Company to be held on Monday, 29 June 2026, the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (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 Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 June 2026.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Conference Room, Unit C1, 26th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 June 2026 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person should you so wish.

RECOMMENDATION

The Directors consider that the proposed Ordinary Resolutions for approval of (a) the proposed re-election of the Retiring Directors; (b) the grant to the Directors of the Issue Mandate; (c) the grant to the Directors of the Repurchase Mandate; and (d) the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate are each in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions.

OTHER MATTERS OF AGM

Pursuant to Article 56 of the Articles of Association, an annual general meeting of the Company shall be held in each year other than the year of the Company's incorporation (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of incorporation, unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board. Pursuant to Article 152 of the Articles of Association, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the auditor's report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 of the Articles of Association.

Pursuant to Rule 13.46(2)(a) of the Listing Rules, an overseas issuer (the Company being such issuer) shall send to every member of the issuer a copy of either (A) its annual report including its annual accounts and, where the issuer prepares group accounts, its group accounts, together with a copy of the auditor's report thereon or (B) its summary report, not less than 21 days before the date of the issuer's annual general meeting and in any event not more than four months after the end of the financial year to which they relate. Pursuant to Rule 13.46(2)(b) of the Listing Rules, an overseas issuer (the Company being such issuer) should lay its annual financial statements before its members at its annual general meeting within the period of 6 months after the end of the financial year or accounting reference period to which the annual financial statements relate.

The audited financial statements and the Director's report thereon in respect of the Company's audited consolidated annual results for the year ended 31 December 2025 (the "**Documents**") are not yet available. Please refer to the Company's announcements dated 31 March 2026 and 29 May 2026 in relation to, among others, its delay in the publication of the Company's audited consolidated annual results for the year ended 31 December 2025. The reasons for the delay remain applicable.

In view of the requirements under Article 56 of the Articles of Association, the Board will convene the AGM to deal with the other ordinary businesses, excluding the consideration and adoption of the Documents, the re-appointment of the auditor, as well as the fixing of its remuneration.

An adjourned AGM will be convened, once the Documents are finalised, for the Shareholder to (a) consider and approve the Documents; and (b) consider the re-appointment of the auditor and fix its remuneration.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

This Appendix sets out the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Ms. Du Wei ("Ms. Du")

Ms. Du, aged 45, was appointed as an executive Director on 7 July 2018. She is the chairman of environmental, social and governance committee and a member of Nomination Committee and remuneration committee of the Company. Ms. Du is responsible for assisting the chief executive officer of the Company with the functional management and strategic planning relating to human resources of the Group and hosting general meetings and board meetings of the Company. Ms. Du obtained a bachelor of tourism management degree and a master of business administration degree from Nanjing Normal University, China, in 2002 and 2014, respectively. Ms. Du has more than 23 years' experience in human resources and administration management. From 2008 to 2012, Ms. Du worked in certain subsidiaries of Fullshare Group Limited as human resources and administration manager. From 2012 to August 2016, Ms. Du worked as the officer of chairman's office and human resources director of Fullshare Group Limited. Since 1 September 2016, she has been and is currently an officer of the human resources management committee of the Company. Since 1 April 2018, Ms. Du has been appointed as the general manager of Fullshare Holdings (Singapore) Service Management Pte Ltd, a wholly-owned subsidiary of the Company. Ms. Du is also a director of certain subsidiaries of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Du 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.

The Company has entered into a service contract with Ms. Du, which may be terminated by either party at any time by giving the other party a prior notice of three months in writing and Ms. Du is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Du is entitled to an annual remuneration package of approximately HK$1,924,000 (including basic salaries, director's fees and benefits). Her remuneration package was determined with reference to the prevailing market conditions and based on her duties and responsibilities.

Save as disclosed above, as the Latest Practicable Date, Ms. Du did not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor had she any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Ms. Du 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.

Mr. Shen Chen ("Mr. Shen")

Mr. Shen, aged 54, was appointed as an executive Director on 23 October 2019. He is the chairman of the risk management committee and a member of the environmental, social and governance committee of the Company. He joined the Group in November 2018 and was appointed as the financial controller of the Company in June 2019. Mr. Shen is responsible for the financial reporting and financial management of the Group and participates in investment decisions. He obtained a diploma in accounting from Nanjing Economic College (currently known as Nanjing University of Finance and Economics) in 1994 and obtained a bachelor degree in economic management from Correspondence Institute of the Party School of the Central Committee of the Communist Party of China*(中共中央黨校函授學院) in 2000. Mr. Shen holds the professional qualification of senior accountant. He was the financial controller of Nanjing JoyMain Science and Technology Development Co., Ltd.*(南京中脈科技發展有限公司) from August 1994 to July 2011. He was the vice president of Jiangsu Ruiheng Asset Management Co., Ltd.*(江蘇瑞恒資產管理有限公司) from July 2011 to April 2012. He was the financial controller of Nanjing Jiangong Industrial Group Co., Ltd.*(南京建工產業集團有限公司) and Fullshare Technology Group Limited*(豐盛科技集團有限公司) from April 2012 to May 2013. He was the financial controller of Fullshare Green Building Group Company Limited*(豐盛綠建集團有限公司) and Nanjing Fullshare Energy Science & Technology Company Limited*(南京豐盛新能源科技股份有限公司)from May 2013 to November 2018. Mr. Shen is a director of a wholly-owned subsidiary of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen 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.

The Company has entered into a service contract with Mr. Shen, which may be terminated by either party at any time by giving the other party a prior notice of three months in writing and Mr. Shen is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Shen is entitled to an annual remuneration package of approximately HK$1,374,000 (including basic salaries, director's fees and benefits). His remuneration package was determined with reference to the prevailing market conditions and based on his duties and responsibilities.

Save as disclosed above, as the Latest Practicable Date, Mr. Shen 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 SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Shen 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.

Mr. Ge Jinzhu ("Mr. Ge")

Mr. Ge, aged 41, was appointed as an executive Director on 24 June 2022. He is a member of risk management committee of the Company. He joined the Group in September 2020 and is the assistant to chief executive officer of the Company. He has over 10 years of internal control experience. Mr. Ge is responsible for assisting the chief executive officer of the Company with the designated projects, and assisting in functional management, including internal control related duties. He was the internal auditor of China Sunergy (Nanjing) Co., Ltd. *(中電電氣(南京)光伏有限公司) from August 2009 to May 2010. He successively served as audit supervisor, audit manager and senior audit manager of Nanjing Jiangong Industrial Group Co., Ltd.*(南京建工產業集團有限公司) from June 2010 to August 2020. Mr. Ge obtained a bachelor's degree in management from Xi'an University of Technology, China in 2006 and a master degree of business administration from Southeast University in 2025. He is a certified internal auditor of The Institute of Internal Auditors since 2011.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ge 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.

The Company has entered into a service contract with Mr. Ge, which may be terminated by either party at any time by giving the other party a prior notice of three months in writing and Mr. Ge is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ge is entitled to an annual remuneration package of approximately HK$1,285,000 (including basic salaries, director's fees and benefits). His remuneration package was determined with reference to the prevailing market conditions and based on his duties and responsibilities.

Save as disclosed above, as the Latest Practicable Date, Mr. Ge 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 SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Ge 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.

* *For identification purpose only*

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

(1) SHARE CAPITAL

As at the Latest Practicable Date, a total of 636,763,934 Shares were in issue and the Company does not have any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 63,676,393 Shares, representing 10% of the 636,763,934 issued Shares, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

(2) SOURCE OF FUNDS

Repurchases must be funded out of fund legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules.

(3) REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it may have adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2025. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Price per Share	
	Highest	Lowest
	HK$	*HK$*
2025		
June	0.500	0.330
July	0.490	0.355
August	0.430	0.305
September	Suspension[1]	Suspension[1]
October	Suspension[1]	Suspension[1]
November	0.400	0.166
December	0.179	0.148
2026		
January	1.880	0.140
February	1.950	1.110
March	1.520	1.050
April	Suspension[2]	Suspension[2]
May	Suspension[2]	Suspension[2]
June (up to and including the Latest Practicable Date)	Suspension[2]	Suspension[2]

Notes:

1. The trading in the Shares was suspended from 1 September 2025 to 2 November 2025 and was resumed on 3 November 2025.

2. The trading in the Shares has been suspended since 1 April 2026.

(5) DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to make repurchases of the Shares.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Name of Shareholder	**Number of issued Shares held**	**Approximate percentage of issued share capital of the Company**	**Approximate percentage of the issued share capital of the Company should the Repurchase Mandate be exercised in full**
Magnolia Wealth International Limited ("**Magnolia Wealth**")	152,495,659 *(Note)*	23.95%	26.61%
Mr. Ji Changqun ("**Mr. Ji**")	170,685,859 *(Note)*	26.81%	29.78%

Note: 152,495,659 Shares are held by Magnolia Wealth, which is wholly owned by Mr. Ji. By virtue of the SFO, Mr. Ji is deemed to be interested in such Shares held by Magnolia Wealth. In addition, 18,190,200 Shares are held by Mr. Ji directly as the beneficial owner. Accordingly, Mr. Ji is interested in 170,685,859 Shares in total. As disclosed in the Company's announcement dated 16 November 2023, the Board received a letter informing the Company that China CITIC Bank Corporation Limited, Nanjing branch (as the chargee) appointed receivers and managers over 97,600,000 Shares (then 4,880,000,000 Shares prior to the Share Consolidation which took effect on 4 December 2023) which are registered and beneficially held by Mr. Ji and Magnolia Wealth.

In the event that the Directors shall exercise the proposed Repurchase Mandate in full and assuming that no further Shares are issued or repurchased prior to the AGM, the interest of Mr. Ji would be increased to approximately 29.78%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of the exercise of the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

(6) DIRECTORS' UNDERTAKING

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The explanatory statement (the "**Explanatory Statement**") as set out in this appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

As stated in "Proposed General Mandates to Issue and to Repurchase Shares" in the Letter from the Board, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased; and/or (ii) hold such Shares as Treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Fullshare Holdings Limited
豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the "**AGM**") of Fullshare Holdings Limited (the "**Company**") will be held at Conference Room, Unit C1, 26th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 June 2026 at 3:00 p.m. to transact the following ordinary business:

ORDINARY RESOLUTIONS

1. (a) to re-elect Ms. Du Wei as an executive director of the Company (the "**Director(s)**");

   (b) to re-elect Mr. Shen Chen as an executive Director; and

   (c) to re-elect Mr. Ge Jinzhu as an executive Director;

2. to authorise the board of Directors to fix the Directors' remuneration;

and as special business and, if thought fit, passing the following resolutions as ordinary resolutions:

3. "**THAT**:

   (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and otherwise deal with authorized and unissued shares of the Company (the "**Share(s)**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the "**Treasury Shares**")) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iv) any scrip dividend or under similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed the aggregate of:

(aa) 20 per cent. of the total number of issued Shares of the Company (excluding Treasury Shares, if any) on the date of the passing of this resolution and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares of the Company (excluding Treasury Shares, if any) on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the articles of association of the Company to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

"**Rights Issue**" means the allotment, issue and grant of Shares pursuant to an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

4. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the articles of association of the Company to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

5. "**THAT** conditional on the passing of the resolutions numbered 3 and 4 above, the general mandate granted to the Directors pursuant to resolution numbered 3 above be and is hereby extended by the addition to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of Shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 4 above."

By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 5 June 2026

Principal place of business in Hong Kong:
Unit C1, 26th Floor
United Centre
95 Queensway
Admiralty, Hong Kong

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

Notes:

1. The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (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 Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 June 2026.

2. 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.

3. 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.

4. In order to be valid, the form of proxy for use at the AGM 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 the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services 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.

5. As at the date of this 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).

6. 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.

7. References to time and dates in this notice are in Hong Kong time and dates.