

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcements (“**Announcements**”) of Fullshare Holdings Limited (the “**Company**”) dated 26 January 2026, 27 January 2026, 16 March 2026 and 2 July 2026 in relation to the Subscription of new Shares under the General Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

AMENDMENT TO SUBSCRIPTION AGREEMENT I

On 17 July 2026 (after trading hours), the Company and the New Subscriber I entered into a deed to supplement and amend the Subscription Agreement I and Supplemental Agreement I (“**Supplemental Deed**”).

The Supplemental Deed provides an exception to the six-month lock-up undertaking applicable to the New Subscriber I, such that the restriction shall not apply to sale of Subscription Shares of an amount not exceeding 1% of the Company’s issued Shares as at the date of execution of the Supplemental Deed (being 6,367,639 shares) during such six-month period.

Save as aforementioned, all other terms, conditions and provision in the Subscription Agreement I (as amended and supplemented by the Supplemental Agreement I) shall remain unchanged and shall continue to have full force and full legal effect.

TERMINATION OF THE SUBSCRIPTION AGREEMENT II

The Company and the Subscriber II have mutually agreed to terminate the Subscription Agreement II (as amended and supplemented by the Supplemental Agreement II) by entering into a termination agreement on 17 July 2026 (after trading hours). Each of the parties was released from its/his respective obligations under the Subscription Agreement II (as amended and supplemented by the Supplemental Agreement II) but without prejudice to any rights or obligations which have accrued on or before the termination.

Such termination is a result of a mutual decision of the Company and the Subscriber II, having regard to the prevailing market conditions and the unexpected decline in the Share price during the last few months.

The Board considers that the termination will not have any material adverse impact on the business operation and financial position of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON THE TERMINATION OF SUBSCRIPTION AGREEMENT II

Following the termination of the Subscription Agreement II (as amended and supplemented by the Supplemental Agreement II), and assuming that there is no other change in the issued share capital of the Company from the date of this announcement up to the completion of the Subscription Agreement I (as amended and supplemented by the Supplemental Agreement I and the Supplemental Deed), the updated changes of the shareholding structure of the Company (i) as at the date of this announcement and (ii) upon completion of the Subscription Agreement I (as amended and supplemented by the Supplemental Agreement I and the Supplemental Deed) are set out below:

Shareholders	As at the date of this announcement		Upon Completion	
	Number of Shares	Approximate percentage of Shareholding in the total issued Shares	Number of Shares	Approximate percentage of shareholding in the total issued Shares
Magnolia Wealth <i>(Note 1)</i>	152,495,659	23.95%	152,495,659	21.52%
Mr. Ji <i>(Note 1)</i>	18,190,200	2.86%	18,190,200	2.57%
New Subscriber I <i>(Note 2)</i>	—	—	72,000,000	10.16%
Public	466,078,075	73.19%	466,078,075	65.76%
Total	636,763,943	100.00%	708,763,934	100.00%

1. The entire issued share capital of Magnolia Wealth is beneficially owned by Mr. Ji. 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 which are registered and beneficially held by Mr. Ji and Magnolia Wealth.
2. Upon Completion, the New Subscriber I will become a substantial shareholder (as defined in the Listing Rules) of the Company.

REVISED USE OF PROCEEDS

Following the termination of the Subscription Agreement II (as amended and supplemented by the Supplemental Agreement II), the gross proceeds to be raised from the Subscription will be reduced to HK\$75,600,000 and the net proceeds, after the deduction of all relevant expenses, will be approximately HK\$75,000,000. The net Subscription Price, after deduction of relevant expenses shall be changed from HK\$1.046 per Subscription Share to HK\$1.042 per Subscription Share.

The net proceeds of the Subscription is intended to be utilised as follows:

- (i) approximately HK\$47 million for the repayment part of the Group's loan and amounts payable; and
- (ii) approximately HK\$28 million will be used as replenishment of the Group's general working capital for its existing businesses and corporate purposes, including staff costs, professional fees, rental payments and general administrative and operating expenses of the Group.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfilment of the Conditions. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 17 July 2026

As at the date of this announcement, the executive Directors are Mr. Ji Changqun (Chairman), Ms. Du Wei, Mr. Shen Chen and Mr. Ge Jinzhu; and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Tsang Sai Chung and Mr. Huang Shun.