

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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fullsun International Holdings Group Co., Limited (the "Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee, or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**(1) GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
(4) CLOSURE OF REGISTER OF MEMBERS; AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the "AGM") to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2020 at 10:00 a.m., is set out in Appendix III to this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and on the website of the Company at www.fullsun.com.hk. Whether or not you intend to attend the AGM in person, 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, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should you so wish.

The Chinese version of this circular is for reference only. Should there be any discrepancies, the English version shall prevail.

PRECAUTIONARY MEASURES FOR THE AGM

Practical measures will be taken to try to avoid the spread of COVID-19 at the AGM, including:

- compulsory temperature checks and health declarations for all attendees, including directors and Shareholders
- prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM
- compulsory wearing of surgical face masks throughout the AGM
- maintaining proper distance between seats
- no refreshments will be served at the AGM

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the Chairman of the AGM as their proxies to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Shareholders are advised to read page 1 of this document for further detail and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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PRECAUTIONARY MEASURES FOR THE AGM

The health of our Shareholders, staff and other participants of the AGM (the “Stakeholders”) is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect the Stakeholders from the risk of infection, which include but not limited to:

- compulsory temperature checks and health declarations for all attendees, including directors and Shareholders
- prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM
- compulsory wearing of surgical face masks throughout the AGM
- maintaining proper distance between seats
- no refreshments will be served at the AGM

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM.

In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and strongly encourages Shareholders **NOT to attend the AGM in person** and advises Shareholders to appoint the Chairman of the AGM as their proxies to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

Shareholders are advised to read this section carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year 2020 to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2020 at 10:00 a.m., notice of which is set out in Appendix III to this circular
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, modified or otherwise supplemented from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Fullsun International Holdings Group Co., Limited (福晟國際控股集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 627)
“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 to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	17 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“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, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent

For the purpose of this circular and unless otherwise specified, conversion of RMB into HK\$ is based on the approximate exchange rate of RMB0.8958 = HK\$1. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in HK\$ or RMB have been, could have been or may be converted at such or any other rate or at all.



FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED

福晟國際控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

Executive Directors:

Mr. Pan Haoran

Mr. Tong Wentao (*Chief Executive Officer*)

Mr. Li Jinrong

Mr. Tang Kwok Hung

*Principal place of business
in Hong Kong:*

Unit 2407, 24/F.

World-wide House

19 Des Voeux Road Central
Hong Kong

Independent Non-executive Directors:

Dr. Cheung Wai Bun, Charles J.P.

Dr. Tse Hiu Tung, Sheldon

Mr. Yang Xiaoping

Mr. Yuen Chee Lap, Carl

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11
Bermuda

27 April 2020

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
(4) CLOSURE OF REGISTER OF MEMBERS; AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to inform you of the AGM which will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2020 at 10:00 a.m. and also to provide you with information in relation to the resolutions to be proposed at the AGM for approval including, among other matters, (i) the grant of the Repurchase Mandate and the Issue Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of the auditor of the Company.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased prior to the AGM and based on the total number of shares of the Company in issue of 11,365,386,067 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 1,136,538,606 Shares under the Repurchase Mandate.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new Shares of the Company up to a maximum of 20% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased prior to the AGM and based on the total number of shares of the Company in issue of 11,365,386,067 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 2,273,077,213 Shares under the Issue Mandate.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate.

The Repurchase Mandate and the Issue Mandate would continue to be in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I 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.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 83, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Bye-law 83, Mr. Pan Haoran (“**Mr. Pan**”), being an executive Director of the Company, shall retire from office and, being eligible, will offer himself for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Bye-law 84, 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 provided that every Director shall be subject to retirement at least once every three years. As such, Dr. Cheung Wai Bun, Charles J.P. (“**Dr. Cheung**”), Mr. Yang Xiaoping (“**Mr. Yang**”) and Mr. Yuen Chee Lap, Carl (“**Mr. Yuen**”) will retire from office by rotation. Mr. Yang has notified the Company that he would like to devote more time to his other business commitments and engagements. For this reason, he will not offer himself for re-election at the AGM while Dr. Cheung and Mr. Yuen, being eligible, will offer themselves for re-election at the AGM.

Particulars, as at the Latest Practicable Date, of each of Mr. Pan, Dr. Cheung and Mr. Yuen is set out in Appendix II to this circular.

Mr. Yang has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders. With the effect upon Mr. Yang’s retirement, Mr. Yang will cease to be a member of the Audit Committee, the Nomination Committee (the “**Nomination Committee**”) and the Remuneration Committee of the Board.

The Nomination Committee has recommended to the Board on re-election of the retiring Directors, including Mr. Pan (executive Director), Dr. Cheung and Mr. Yuen (independent non-executive Directors).

The Nomination Committee has also reviewed the structure and composition of the Board, the written confirmation of independence pursuant to the Rule 3.13 of the Listing Rules from Dr. Cheung and Mr. Yuen respectively, the qualifications, skills and experience, time commitment and contribution of each of Mr. Pan, Dr. Cheung and Mr. Yuen, with reference to the nomination principles and criteria set out in the Company’s board diversity policy and nomination policy.

The Board considers that the retiring Directors, Mr. Pan, Dr. Cheung and Mr. Yuen, will continue to contribute to the Board with their understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also believes that the valuable knowledge and experience of these retiring Directors in the businesses of the Group and their general business acumen will continue to generate significant contribution to the Company and the Shareholders as a whole.

RE-APPOINTMENT OF AUDITOR

Messrs. Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

The Board proposes to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 29 May 2020 to Wednesday, 3 June 2020 (both days inclusive), during which period no transfer of Shares can be registered.

In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4 : 30 p.m. on Thursday, 28 May 2020.

LETTER FROM THE BOARD

AGM

Notice of the AGM is set out in Appendix III to this circular. A proxy form for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.fullsun.com.hk. Whether or not you are able to attend the AGM in person, 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, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66(1), all the resolutions put to be voted by the Shareholders at the AGM shall be taken by a poll except that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the Latest Practicable Date, the Company did not have immediate plans to (i) repurchase any Shares under the Repurchase Mandate; and (ii) issue any Shares under the Issue Mandate.

RECOMMENDATION

The Directors consider that the (1) grant of the Repurchase Mandate, the Issue Mandate and adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate, (2) the re-election of Directors, and (3) the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
Fullsun International Holdings Group Co., Limited
Pan Haoran
Executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 11,365,386,067 Shares in issue.

Subject to the passing of the proposed resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 1,136,538,606 Shares.

2. REASONS FOR REPURCHASES

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 and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate shall be funded out of funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Under Bermuda law, repurchased shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of the repurchased shares accordingly. However, the aggregate amount of the Company's authorised capital will not be reduced.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. 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 12 months preceding the Latest Practicable Date:

Month	Share Prices Per Share	
	Highest HK\$	Lowest HK\$
2019		
April	0.60	0.49
May	0.51	0.46
June	0.59	0.49
July	0.62	0.49
August	0.51	0.48
September	0.52	0.435
October	0.445	0.095
November	0.131	0.097
December	0.22	0.096
2020		
January	0.185	0.122
February	0.134	0.114
March	0.124	0.09
April (up to Latest Practicable Date)	0.10	0.087

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, has any present intention to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected person (as defined in the Listing Rules) that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, 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.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) was/were interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholders <i>(Note 1)</i>	Number of Shares interested <i>(Note 2)</i>	Approximate % of issued share capital as at the Latest Practicable Date	Approximate % of issued share capital if Repurchase Mandate is exercised in full
Mr. Pan Haoran	6,416,140,000 (L)	56.45%	62.73%
Ms. Zheng Jiaying	6,416,140,000 (L)	56.45%	62.73%
Tongda Enterprises Limited	6,416,140,000 (L)	56.45%	62.73%

Notes:

1. 6,416,140,000 Shares are beneficially owned by Tongda Enterprises Limited. Tongda Enterprises Limited is owned by Mr. Pan Haoran as to 100%. Ms. Zheng Jiaying is the spouse of Mr. Pan Haoran and is deemed to be interested in these Shares Mr. Pan Haoran is interested in.
2. The letter (L) denotes the person's long position in such securities.

On the basis of the current shareholding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in him/her/it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

8. SHARE REPURCHASE MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date for this circular, the Company had not repurchased Shares, whether on the Stock Exchange or otherwise.

Pursuant to the Listing Rules, the particulars of the Directors who will retire at the AGM according to the Bye-laws and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and proposed to be re-elected at the AGM are provided below:

EXECUTIVE DIRECTOR

Mr. Pan Haoran

Mr. Pan Haoran (“**Mr. Pan**”), aged 28, has been appointed as an executive Director of the Company, a member of remuneration committee and nomination committee of the Board with effect from 3 September 2019. Mr. Pan has also been appointed as an executive Director during the period from 1 December 2017 to 4 June 2018. Mr. Pan has been a director of certain subsidiaries of the Company since December 2014 and is mainly responsible for assisting the investment and financing management. Mr. Pan performs the duties of the chairman of the Board. Mr. Pan obtained a bachelor’s degree in economics from Jinan University (暨南大學) in the PRC in June 2013 and further obtained a master’s degree in finance and accounting from the University of Sheffield in the United Kingdom in November 2014.

Mr. Pan is the son of Mr. Pan Weiming, a former executive Director and the chairman of the Board, and Ms. Chen Weihong, a former executive Director. Mr. Pan is a nephew of Mr. Pan Jungang, a former executive Director, and also a nephew of Ms. Wu Jihong, a former executive Director, respectively.

Mr. Pan is entitled to Director’s fee of HK\$438,000 per annum, which was determined on the basis of each of the Director’s previous experience, professional qualifications as well as the current financial position of the Company and the prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Cheung Wai Bun, Charles J.P.

Dr. Cheung Wai Bun, Charles J.P. (“**Dr. Cheung**”), aged 83, has been appointed as an independent non-executive Director of the Company, a member of audit committee, remuneration committee and nomination committee of the Board with effect from 14 December 2017. He has appropriate professional accounting or related financial management expertise. He is an independent non-executive director of Pioneer Global Group Limited (stock code: 224), an independent non-executive director of Universal Technologies Holdings Limited (stock code: 1026), a non-executive director of Galaxy Entertainment Group Limited (stock code: 27), an independent non-executive director of Jiayuan International Group Limited (stock code: 2768), and an independent non-executive Director of Modern Dental Group Limited (stock code: 3600), which are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Yin He Holdings Limited (stock code: 8260), which is listed on the Growth Enterprise Market of Stock Exchange.

He was an executive Director and chairman of the board of directors of Roma Group Limited (stock code: 8072) from 2 June 2017 to 18 December 2017. He was an independent non-executive director of China Financial International Investments Limited (stock code: 721) from 1 March 2001 to 24 September 2018 and an independent non-executive director of China Taifeng Beddings Holdings Limited (stock code: 873) from 20 April 2017 to 31 July 2018.

Dr. Cheung obtained an honorary doctorate degree in business administration from John Dewey University in the United States in 1984, a master's degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States in 1962 and 1960 respectively.

Dr. Cheung is currently a non-executive director of the board and the vice chairman of executive committee of Metropolitan Bank (China) Ltd., and he was formerly an independent non-executive director and the director general of the audit committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is a member of the Hospital Governing Committee of Hong Kong Eye Hospital and Kowloon Hospital and a member of the Regional Advisory Committee of Kowloon of the Hospital Authority. Dr. Cheung is a council member of the Hong Kong Institute of Directors and is also the special advisor to the president of the University of Victoria in Canada.

Dr. Cheung is entitled to Director's fee of HK\$120,000 per annum, which was determined on the basis of each of the Director's previous experience, professional qualifications as well as the current financial position of the Company and the prevailing market conditions.

Mr. Yuen Chee Lap, Carl

Mr. Yuen Chee Lap, Carl ("Mr. Yuen"), aged 46, has been appointed as an independent non-executive Director of the Company, chairman of audit committee, a member of remuneration committee and nomination committee of the Board with effect from 1 December 2017. Mr. Yuen obtained a Bachelor of Business Administration degree and a Master of Business Administration degree from University of Houston, United States in 1997 and 1998 respectively. Mr. Yuen is currently the chief executive officer and the financial controller of Courage Investment Group Limited (stock code: 1145), a company listed on the Main Board of the Stock Exchange and the Singapore Exchange Securities Trading Limited (the "SGX-ST"). Mr. Yuen has rich experience in finance and accounting both in Hong Kong and the United States. Mr. Yuen commenced his career in the United States and served as chief accountant and managerial position in several companies between 1998 and 2003. Mr. Yuen joined Courage Investment Group Limited in 2004 and has been appointed as financial controller since May 2006. Mr. Yuen has taken up the additional role as chief executive officer in September 2019. Mr. Yuen is responsible for the company's overall operations, and is in charge of the company's finance and accounting control, as well as the company's reporting, SGXST and the Stock Exchange compliance. Mr. Yuen is currently a member of the Hong Kong Institute of Directors and the Association of Hong Kong Accountants. Mr. Yuen is an independent non-executive director of Qianhai Health Holdings Limited (stock code: 911), a company listed on the Main Board of the Stock Exchange.

Mr. Yuen is entitled to Director's fee of HK\$120,000 per annum, which was determined on the basis of each of the Director's previous experience, professional qualifications as well as the current financial position of the Company and the prevailing market conditions.

Each of Mr. Pan, Dr. Cheung and Mr. Yuen has entered into a service contract or letter of appointment with the Company for a term of three years continuing thereafter from the commencement date respectively until terminated by three months' notice in writing served by either party on the other without payment of compensation and subject to the Bye-laws, the Listing Rules in relation to retirement by rotation and re-election. Save for the remuneration disclosed above, each of the Directors may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to performance of each Director concerned and the Group's performance for the financial year concerned and based on the recommendation from the remuneration committee of the Board.

Save as disclosed above, each of Mr. Pan, Dr. Cheung and Mr. Yuen has confirmed that as at the Latest Practicable Date, he (i) did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold any other positions with any member of the Group; (iii) did not have any relationships with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO; and (iv) was not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED****福晟國際控股集團有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 00627)****NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Fullsun International Holdings Group Co., Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following ordinary resolutions with or without amendments of the Company:

ORDINARY RESOLUTIONS

1. to receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditor of the Company for the year ended 31 December 2019.
2. (i) to re-elect, each as a separate resolution, the following Directors:
 - (a) Mr. Pan Haoran, as an executive Director;
 - (b) Dr. Cheung Wai Bun, Charles J.P., as an independent non-executive Director;
 - (c) Mr. Yuen Chee Lap, Carl, as an independent non-executive Director; and
- (ii) to authorise the board of Directors to fix the Directors’ remuneration.
3. to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the board of Directors to fix the auditor’s remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. A. “THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, 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 (as hereinafter defined) to make or grant offers, agreements and options including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares, which would or might require the exercise of such powers after the expiry of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) the exercise of rights of subscription or conversion attaching to any warrants, bonds, debentures, notes and other securities issued by the Company or any securities which are convertible into Shares;
 - (3) scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; and
 - (4) the exercise of options granted under the share option schemes of the Company adopted from time to time in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited,

shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the approval granted in 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 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 bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchanges on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) Shares to be repurchased or agreed to be repurchased pursuant to the approval granted in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon the passing of the resolutions set out in paragraphs A and B of this item 4 in the notice convening this meeting, the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to resolution set out in paragraph A of this item 4 mentioned above be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution set out in paragraph B of this item 4 mentioned above provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

The health of the shareholders of the Company, staff and other participants of the AGM (the “**Stakeholders**”) is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect the Stakeholders from the risk of infection, which include but not limited to:

- compulsory temperature checks and health declarations for all attendees, including directors and Shareholders
- prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM
- compulsory wearing of surgical face masks throughout the AGM
- maintaining proper distance between seats
- no refreshments will be served at the AGM

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM.

In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and strongly encourages Shareholders **NOT to attend the AGM in person** and advises Shareholders to appoint the Chairman of the AGM as their proxies to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

Shareholders of the Company are advised to read this section carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

By Order of the Board
Fullsun International Holdings Group Co., Limited
Pan Haoran
Executive Director

Hong Kong, 27 April 2020

Notes:

- (1) A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjournment thereof.
- (2) Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the meeting (or at any adjournment thereof (as the case may be)) or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) As at the date of this notice, the board of Directors comprises four executive Directors, namely Mr. Pan Haoran, Mr. Tong Wentao, Mr. Li Jinrong and Mr. Tang Kwok Hung, and four independent non-executive Directors, namely Dr. Cheung Wai Bun, Charles J.P., Dr. Tse Hiu Tung, Sheldon, Mr. Yang Xiaoping and Mr. Yuen Chee Lap, Carl.