
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2023

Commission file number: 001-39109

Fangdd Network Group Ltd.

**Room 4106, Building 12B1
Shenzhen Bay Ecological Technology Park
Nanshan District, Shenzhen, 518067
People's Republic of China
Phone: +86 755 2699 8968**

(Address and Telephone Number of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F Form 40-F

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release
99.2	Notice of Extraordinary General Meeting of Shareholders
99.3	Form of Proxy for Extraordinary General Meeting of Shareholders
99.4	Voting Card for ADS Holders

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Fangdd Network Group Ltd.

By: /s/ Xi Zeng

Name: Xi Zeng

Title: Chief Executive Officer and Chairman of the Board of Directors

Date: August 2, 2023

FANGDD TO HOLD AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

ON SEPTEMBER 15, 2023

SHENZHEN, China, August 2, 2023 (GLOBE NEWSWIRE) -- Fangdd Network Group Ltd. (Nasdaq: DUO) ("FangDD" or the "Company"), a leading property technology company in China, today announced that it will hold an extraordinary general meeting (the "EGM") of shareholders at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, People's Republic of China on September 15, 2023 at 10:00 am (Beijing time), for the purposes of considering and, if thought fit, passing the proposed resolution set forth in the notice of EGM (the "Notice of EGM"). The Notice of EGM and proxy card for the EGM are available on the Company's website at <http://ir.fangdd.com/>. The board of directors of FangDD fully supports the proposed resolution listed in the Notice of EGM and recommends that shareholders and holders of ADSs vote in favor of the resolution set out in the Notice of EGM.

Holders of record of Class A ordinary shares, Class B ordinary shares and Class C ordinary shares of the Company at the close of business on August 4, 2023, Beijing time are entitled to attend and vote at the EGM and any adjourned or postponed meeting thereof. Holders of record of American depository shares (the "ADSs") as of the close of business on August 4, 2023, New York time, who wish to exercise their voting rights for the underlying Class A ordinary shares will be able to directly instruct The Bank of New York Mellon, the depository of the ADSs (the "Depository"), whether ADSs are held directly by holders on the books and records of the Depository or indirectly through a bank, brokerage or other securities intermediary if the ADSs are held by any of them on behalf of holders, as to how to vote the Class A ordinary shares represented by such ADSs at the EGM.

About FangDD

Fangdd Network Group Ltd. (Nasdaq: DUO) is a customer-oriented property technology company in China, focusing on providing real estate transaction digitalization services. Through innovative use of mobile internet, cloud, big data, artificial intelligence, among others, FangDD has fundamentally revolutionized the way real estate transaction participants conduct their business through a suite of modular products and solutions powered by SaaS tools, products and technology. For more information, please visit <http://ir.fangdd.com>.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "aim," "anticipate," "believe," "estimate," "expect," "hope," "going forward," "intend," "ought to," "plan," "project," "potential," "seek," "may," "might," "can," "could," "will," "would," "shall," "should," "is likely to" and the negative form of these words and other similar expressions. Among other things, statements that are not historical facts, including statements about the Company's beliefs and expectations are or contain forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement. All information provided in this press release is as of the date of this press release and is based on assumptions that the Company believes to be reasonable as of this date, and the Company does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

Investor Relations Contact

Ms. Linda Li
Director, Capital Markets Department
Phone: +86-0755-2699-8968
E-mail: ir@fangdd.com

FANGDD NETWORK GROUP LTD.
An exempted company with limited liability incorporated in the Cayman Islands
(Nasdaq: DUO)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To Be Held on September 15, 2023

NOTICE IS HEREBY GIVEN, THAT an extraordinary general meeting (the “**EGM**”) of Fangdd Network Group Ltd. (the “**Company**”) will be held at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, People’s Republic of China on September 15, 2023 at 10:00 am (Beijing time), for the purposes of considering and, if thought fit, passing the following resolution (the “**Proposed Resolution**”):

AS AN ORDINARY RESOLUTION, THAT the authorized share capital of the Company be increased from US\$5,000 divided into 50,000,000,000 shares comprising of (i) 39,750,000,000 Class A ordinary shares of a par value of US\$0.0000001 each (“**Class A Ordinary Shares**”), (ii) 10,000,000,000 Class B ordinary shares of a par value of US\$0.0000001 each (“**Class B Ordinary Shares**”), (iii) 23,310,000 Class C ordinary shares of a par value of US\$0.0000001 each (“**Class C Ordinary Shares**”), and (iv) 226,690,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the board of directors (the “**Board**”) may determine in accordance with Article 9 of the currently effective articles of association of the Company (the “**Articles**”) to US\$3,000,000 divided into 30,000,000,000,000 shares comprising of (i) 24,998,384,581,640 Class A Ordinary Shares of a par value of US\$0.0000001 each, (ii) 490,418,360 Class B Ordinary Shares of a par value of US\$0.0000001 each, (iii) 1,125,000,000 Class C Ordinary Shares of a par value of US\$0.0000001 each, and (iv) 5,000,000,000,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the Board may determine in accordance with Article 9 of the Articles, by creating an additional (i) 24,958,634,581,640 Class A Ordinary Shares, (ii) 1,101,690,000 Class C Ordinary Shares, and (iii) 4,999,773,310,000 shares of such class or classes (however designated), and decreasing 9,509,581,640 shares of Class B Ordinary Shares as the Board may determine in accordance with Article 9 of the Articles.

Holders of Ordinary Shares Entitled to Vote; the Ordinary Shares Record Date

Holders of record of our Class A Ordinary Shares, Class B Ordinary Shares and Class C Ordinary Shares (collectively, the “**Ordinary Shares**”) as of the *close of business, Beijing time, on August 4, 2023* (the “**Ordinary Share Record Date**”) are entitled to attend and vote at the EGM and any adjournment or postponement thereof.

Holders of record of Ordinary Shares registered on our register of members as of the Ordinary Share Record Date may either (1) attend the EGM in person to vote or (2) return a properly dated and executed proxy card by e-mail to ir@fangdd.com, or by mail or by hand to us at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, 518067, People’s Republic of China, which should be received by *no later than 10:00 a.m., Beijing time, on September 13, 2023*.

Holders of ADSs Entitled to Vote; ADS Record Date

Holders of record of American depositary shares (the “**ADSs**”) as of the *close of business, New York time, on August 4, 2023* (the “**ADS Record Date**”), who wish to exercise their voting rights for the underlying Class A Ordinary Shares will be able to directly instruct The Bank of New York Mellon, the depositary of the ADSs (the “**Depositary**”), whether ADSs are held directly by holders on the books and records of the Depositary or indirectly through a bank, brokerage or other securities intermediary if the ADSs are held by any of them on behalf of holders, as to how to vote the Class A Ordinary Shares represented by such ADSs at the EGM. Please be aware that, because of the difference between Beijing time and New York time, if a holder of ADSs cancels his or her ADSs in exchange for Class A Ordinary Shares on August 4, 2023, New York time, such holder of ADSs will not be able to instruct the Depositary as to how to vote the Class A Ordinary Shares represented by the cancelled ADSs as described above, and will also not be a holder of those Class A Ordinary Shares as of the Ordinary Share Record Date applicable to holders of Ordinary Shares for the purpose of determining the eligibility to attend and vote at the EGM.

Holders of ADSs who wish to exercise their voting rights for the underlying Class A Ordinary Shares must act through the Depositary by submitting a voting instruction card to the Depositary. We have instructed the Depositary to disseminate to ADS holders a voting instruction card which would include instructions as to voting by ADS holders and a notice of meeting providing to ADS holders information with regard to the EGM on or about August 16, 2023. If you wish to have the Depositary vote the Class A Ordinary Shares represented by your ADSs, you will need to execute and timely forward to the Depositary, or to your bank, brokerage or other securities intermediary, as the case may be, the voting instruction card sent to you by the Depositary in accordance with the instructions provided by the Depositary. The voting instruction card should be executed in such a manner to show clearly how you wish to vote in regard to each matter to be considered at the EGM.

Upon the timely receipt of a properly completed ADS voting instruction card by the Depositary, will endeavor, to the extent practicable, to vote or cause to be voted at the EGM the number of Class A Ordinary Shares represented by the ADSs evidenced by American depositary receipts related to those ADSs, in accordance with the instructions set forth in the voting instruction card. As the holder of record for all the Class A Ordinary Shares represented by the ADSs, only the Depositary may vote those Class A Ordinary Shares at the EGM. Holders of ADSs may attend, but may not vote at, such meeting.

If (1) the ADS voting instruction card is signed but is missing voting instructions, (2) the ADS voting instruction card is improperly completed or (3) no ADS voting instruction card is received by the Depositary from a holder of ADSs *prior to 12:00 p.m., New York Time, on September 7, 2023*, the Depositary will deem such holder of ADSs to have instructed it to give a proxy to a person designated by the Company.

Information for Attending the EGM in Person

Holders of record of Ordinary Shares registered on our register of members as of the Ordinary Share Record Date may attend the EGM with valid proof of identification.

Holders of ADSs on the ADS Record Date may attend the EGM with valid proof of identification and ADS ownership as of the ADS Record Date. Those who hold ADSs indirectly through a brokerage firm, bank or other financial institution should contact their brokerage firm, bank or other financial institution for a letter or brokerage statement confirming their ADS ownership as of such date to bring along with valid proof of identification to the EGM.

We encourage shareholders and ADS holders planning to attend the EGM in person to pre-register by sending an email to ir@fangdd.com.

By Order of the Board of Directors,

Fangdd Network Group Ltd.

By: /s/ Xi Zeng

Name: Xi Zeng

Title: Chairman of the Board of Directors

Shenzhen, China
August 2, 2023

FANGDD NETWORK GROUP LTD.

An exempted company with limited liability incorporated in the Cayman Islands
(Nasdaq: DUO)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To Be Held on September 15, 2023
(or any adjournment(s) or postponement(s) thereof)

Introduction

This form of proxy (the "**Form of Proxy**") is furnished in connection with the solicitation by the board of directors (the "**Board**") of Fangdd Network Group Ltd. (the "**Company**") of proxies from the holders of the issued and outstanding Class A ordinary shares, Class B ordinary shares and Class C ordinary shares, par value US\$0.0000001 per share, of the Company (collectively, the "**Ordinary Shares**") to be exercised at the Extraordinary General Meeting of the Company (the "**EGM**") to be held at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, 518067, People's Republic of China on September 15, 2023 at 10:00 am (Beijing time), and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting of Shareholders (the "**EGM Notice**").

Only the holders of record of the Ordinary Shares on the Company's register of members at the *close of business on August 4, 2023, Beijing time* are entitled to receive notice of, attend and vote at the EGM. In respect of the matters requiring shareholders' vote at the EGM, each Class A ordinary share shall entitle the holder thereof to one vote, each Class B ordinary share shall entitle the holder thereof to ten votes, and each Class C ordinary share shall entitle the holder thereof to 10,000 votes. Voting by holders of Ordinary Shares at the EGM will be by a show of hands unless the chairman of the meeting or any shareholder holding not less than 10% of the votes attaching to all shares present in person or by proxy demands that a poll be taken.

The quorum of the EGM is at least one or more holders of Ordinary Shares which carry in aggregate not less than one-third of all votes attaching to all Ordinary Shares in issue and entitled to vote at the EGM, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative throughout the EGM.

This Form of Proxy is available to shareholders beginning on August 16, 2023. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his/her discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein.

Any proxy given by a holder of Ordinary Shares may be revoked by the person giving it at any time before its use by:

- holders of Ordinary Shares registered on our register of members by executing and delivering a written notice of revocation or a duly executed proxy bearing a later date by email to ir@fangdd.com, or by mail or hand to Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, 518067, People's Republic of China pursuant to the instructions above, which should be received by *10:00 a.m., Beijing time, on September 13, 2023*; and
- attending the EGM and voting in person for holders of Ordinary Shares registered on our register of members. Attendance at the EGM in and of itself does not revoke a prior proxy.

To be valid, this Form of Proxy must be completed, signed and returned to the Company at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, 518067, People's Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the EGM.

FANGDD NETWORK GROUP LTD.

*An exempted company with limited liability incorporated in the Cayman Islands
(Nasdaq: DUO)*

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
to be held at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen,
People's Republic of China on September 15, 2023 at 10:00 am (Beijing time)
(or any adjournment(s) or postponement(s) thereof)**

I/We _____ of _____, the undersigned, being the registered holder(s) of _____ Class A ordinary shares ^(Note 1), par value US\$0.0000001 per share, of Fangdd Network Group Ltd. (the "**Company**"), _____ Class B ordinary shares ^(Note 1), par value US\$0.0000001 per share, and _____ Class C ordinary shares ^(Note 1), par value US\$0.0000001 per share, of the Company, hereby appoint the Chairman of the Extraordinary General Meeting ^(Note 2) or _____ of _____ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (the "**EGM**") (or at any adjournment(s) or postponement(s) thereof), and in the event of a poll voting, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	FOR ^(Note Error! Bookmark not defined.)	AGAINST ^(Note Error! Bookmark not defined.)	ABSTAIN ^(Note Error! Bookmark not defined.)
<p>AS AN ORDINARY RESOLUTION,</p> <p>THAT the authorized share capital of the Company be increased from US\$5,000 divided into 50,000,000,000 shares comprising of (i) 39,750,000,000 Class A ordinary shares of a par value of US\$0.0000001 each ("Class A Ordinary Shares"), (ii) 10,000,000,000 Class B ordinary shares of a par value of US\$0.0000001 each ("Class B Ordinary Shares"), (iii) 23,310,000 Class C ordinary shares of a par value of US\$0.0000001 each ("Class C Ordinary Shares"), and (iv) 226,690,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the board of directors (the "Board") may determine in accordance with Article 9 of the currently effective articles of association of the Company (the "Articles") to US\$3,000,000 divided into 30,000,000,000,000 shares comprising of (i) 24,998,384,581,640 Class A Ordinary Shares of a par value of US\$0.0000001 each, (ii) 490,418,360 Class B Ordinary Shares of a par value of US\$0.0000001 each, (iii) 1,125,000,000 Class C Ordinary Shares of a par value of US\$0.0000001 each, and (iv) 5,000,000,000,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the Board may determine in accordance with Article 9 of the Articles, by creating an additional (i) 24,958,634,581,640 Class A Ordinary Shares, (ii) 1,101,690,000 Class C Ordinary Shares, and (iii) 4,999,773,310,000 shares of such class or classes (however designated), and decreasing 9,509,581,640 shares of Class B Ordinary Shares as the Board may determine in accordance with Article 9 of the Articles.</p>			

Dated _____, 2023

Signature(s)^(Note 4) _____

Notes:

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- ¹ Please insert the number of the class of shares registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s). You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.
 - ² If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING**" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his/her stead. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
 - ³ **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR." IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST." IF YOU WISH TO ABSTAIN FROM VOTING ON A PARTICULAR RESOLUTION, TICK THE APPROPRIATE BOX MARKED "ABSTAIN," OR INDICATE YOUR VOTING PREFERENCE BY INSERTING THE NUMBER OF SHARES TO BE VOTED FOR OR AGAINST OR TO ABSTAIN, THE BOXES ABOVE IN RESPECT OF EACH RESOLUTION. FAILURE TO COMPLETE ANY OR ALL THE BOXES WILL ENTITLE YOUR PROXY TO CAST HIS OR HER VOTES AT HIS OR HER DISCRETION.**
 - ⁴ This proxy form must be signed by you or your duly authorized attorney in writing or, in the case of a corporation, must be executed under the hand of an officer or duly authorized attorney to sign the same. If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands.

**Extraordinary General Meeting of
Fangdd Network Group Ltd.**

Date: September 15, 2023
See Voting Instruction On Reverse Side.
Please make your marks like this: Use pen only

AS AN ORDINARY RESOLUTION,

THAT the authorized share capital of the Company be increased from US\$5,000,000,000 divided into 50,000,000,000 shares comprising of (i) 39,750,000,000 Class A ordinary shares of a par value of US \$0.0000001 each ("Class A Ordinary Shares"), (ii) 10,000,000,000 Class B ordinary shares of a par value of US\$0.0000001 each ("Class B Ordinary Shares"), (iii) 23,310,000 Class C ordinary shares of a par value of US\$0.0000001 each ("Class C Ordinary Shares"), and (iv) 226,690,000 shares of a par value of US \$0.0000001 each of such class or classes (however designated) as the board of directors (the "Board") may determine in accordance with Article 9 of the currently effective articles of association of the Company (the "Articles") to US \$3,000,000 divided into 30,000,000,000 shares comprising of (i) 24,998,384,581,640 Class A Ordinary Shares of a par value of US \$0.0000001 each, (ii) 490,418,360 Class B Ordinary Shares of a par value of US\$0.0000001 each, (iii) 1,125,000,000 Class C Ordinary Shares of a par value of US\$0.0000001 each, and (iv) 5,000,000,000,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the Board may determine in accordance with Article 9 of the Articles, by creating an additional (i) 24,958,634,581,640 Class A Ordinary Shares, (ii) 1,101,690,000 Class C Ordinary Shares, and (iii) 4,999,773,310,000 shares of such class or classes (however designated), and decreasing 9,509,581,640 shares of Class B Ordinary Shares as the Board may determine in accordance with Article 9 of the Articles.

For Against Abstain

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑

**Extraordinary General Meeting of
Fangdd Network Group Ltd.
to be held September 15, 2023
For Holders as of August 4, 2023**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 12:00 pm, Eastern Time September 7, 2023.

**PROXY TABULATOR FOR
FANGDD NETWORK GROUP LTD.
P.O. BOX 8016
CARY, NC 27512-9903**



EVENT #

CLIENT #

**Authorized Signatures - This section must be
completed for your instructions to be executed.**

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

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8/4/2023 9:54:17 AM

**Fangdd Network Group Ltd.
Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 PM Eastern Time on September 7, 2023)**

The undersigned registered holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other Deposited Securities represented by such Receipt of Fangdd Network Group Ltd. registered in the name of the undersigned on the books of the Depositary as of the close of business August 4, 2023 (Eastern Time) at the Extraordinary General Meeting of the Shareholders of Fangdd Network Group Ltd. to be held at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, People's Republic of China on September 15, 2023 at 10:00 am (Beijing time).

NOTE:

1. Please direct the Depositary how it is to vote by marking X in the appropriate box opposite the resolution.

If no ADR Voting Instruction Card is received by the Depositary before 12:00 p.m., Eastern Time, September 7, 2023, in accordance with the provisions of the Depositary Agreement, you will be deemed to have instructed the Depositary to give a discretionary voting proxy to a person designated by the Company, which for purposes of this meeting is the Chairman of the Company with full power to exercise the voting rights under the Class A Ordinary Shares represented by your ADSs and with full power to each of substitution.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
FANGDD NETWORK GROUP LTD.
P.O. BOX 8016
CARY, NC 27512-9903