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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1176)

PROPOSED CHANGE OF AUDITOR

This announcement is made by Zhuguang Holdings Group Company Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the circular and notice of annual general meeting of the Company dated 30 May 2016 (“**AGM Notice**”) in relation to, among other matters, the proposed re-appointment of RSM Hong Kong as auditor of the Company (“**Auditor**”).

The board of directors of the Company (“**Board**”) hereby announces that, as the Company and RSM Hong Kong are unable to agree on the audit fee for the Company’s financial year ending 31 December 2016, RSM Hong Kong has resigned as the Auditor with effect from 8 June 2016 and will not offer itself for re-appointment at the forthcoming annual general meeting of the Company convened to be held on 29 June 2016 (“**AGM**”). As a result, the resolution in relation to the re-appointment of RSM Hong Kong as Auditor set out in the AGM Notice will not be put forward for voting at the AGM.

RSM Hong Kong has confirmed in writing that there are no matters in relation to its resignation which should be brought to the attention of the holders of the securities of the Company. The Board also confirmed that there are no disagreements between the Company and RSM Hong Kong and there are no matters in relation to the proposed change of Auditor that need to be brought to the attention of the shareholders of the Company.

** For identification purpose only*

The Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of PricewaterhouseCooper (“**PwC**”) as the Auditor until the conclusion of the next annual general meeting of the Company following the resignation of RSM Hong Kong, subject to the approval of the shareholders of the Company at the special general meeting of the Company to be convened and held (“**SGM**”).

An ordinary resolution will be proposed to the shareholders of the Company at the SGM for the appointment of PwC as the Auditor. The Company will despatch a circular in relation to the proposed appointment of PwC as the Auditor, together with the notice convening the SGM, to the shareholders of the Company as soon as practicable.

The Board would like to extend its sincere gratitude to RSM Hong Kong for its professional services provided to the Group in the past years.

For and on behalf of the Board

Chu Hing Tsung

Chairman

Hong Kong, 8 June 2016

As at the date of this announcement, the Board comprises Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Chairman), Mr. Liao Tengjia (Chief Executive Officer), Mr. Huang Jiajue (Deputy Chairman), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia as Executive Directors and Mr. Leung Wo Ping JP, Mr. Wong Chi Keung and Dr. Feng Ke as Independent Non-executive Directors.