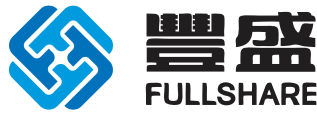


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Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

PROPOSED CHANGE OF AUDITOR

This announcement is made by Fullshare Holdings Limited (the “**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.

Since the Company cannot reach a mutual consensus with Ernst & Young (“**EY**”) on the audit fees for the financial year ending 31 December 2018, the board (the “**Board**”) of directors (the “**Directors**”) of the Company, with the recommendation of the audit committee of the Company, announces that, subject to the passing of relevant resolutions at an extraordinary general meeting of the Company (the “**EGM**”) to be convened, the Board proposed to remove EY as the auditor of the Group (the “**Removal**”) and to appoint PricewaterhouseCoopers (“**PwC**”) as the new auditor of the Group (the “**Appointment**”) in place of EY following its removal, which shall hold office until the conclusion of the next annual general meeting of the Company.

The Board considered that the Group’s business in tourism and education segments is expanding in mainland China and overseas currently. PwC should be able to devote appropriate and adequate resources, and provide better international support and more ancillary services for the Group to cope with its future business development.

The Company has received a confirmation letter from EY that there were no matters and circumstances connected with the proposed change of auditor which it considered should be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

To the best of the Directors’ knowledge, save as disclosed above, there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

Pursuant to Article 155(3) of the Company's articles of association (the "**Articles**"), the Shareholders may, at any general meeting convened and held in accordance with the Articles, by special resolution remove the auditor at any time before the expiration of its term of office and shall by ordinary resolution at that meeting appoint another auditor in its stead for the remainder of its term. In compliance with the Articles, the Removal will be proposed at the EGM as a special resolution and the Appointment will be proposed at the EGM as an ordinary resolution. A circular containing (amongst other things) details of the proposed change of auditor, together with a notice convening the EGM, is expected to be despatched to the Shareholders as soon as practicable.

The Directors (including the independent non-executive Directors) consider that the Removal and the Appointment are in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the resolutions regarding the Removal and the Appointment at the EGM.

The Board would like to take this opportunity to express a sincere appreciation to EY for its professional services and support in the past years.

By order of the Board
Fullshare Holdings Limited
JI CHANGQUN
Chairman

Hong Kong, 6 December 2018

As at the date of this announcement, the executive Directors are Mr. Ji Changqun, Mr. Wang Bo and Ms. Du Wei; and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Chow Siu Lui and Mr. Tsang Sai Chung.