
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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fullshare Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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Fullshare Holdings Limited **豐盛控股有限公司**

(formerly known as Warderly International Holdings Limited 匯多利國際控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

(1) PROPOSED SHARE PREMIUM REDUCTION **AND** **(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Fullshare Holdings Limited to be held at Unit 2526, Level 25, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 17 December 2014 at 3:00 p.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so wish.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
Notice of EGM	7

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 12 November 2014 in relation to the Proposed Share Premium Reduction
“Articles of Association”	the articles of association of the Company
“Board”	the board of the Directors
“Cayman Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Fullshare Holdings Limited 豐盛控股有限公司 (formerly known Warderly International Holdings Limited 匯多利國際控股有限公司*), a company incorporated in the Cayman Islands whose issued Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Proposed Share Premium Reduction shall become effective, being 31 December 2014
“EGM”	an extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Proposed Share Premium Reduction
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	12 November 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Proposed Share Premium Reduction”	the proposed reduction of the amount standing to the credit of the share premium account of the Company as at the Effective Date, as set out under the section headed “Proposed Share Premium Reduction” of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

** for identification purpose only*

LETTER FROM THE BOARD

Fullshare Holdings Limited 豐盛控股有限公司

(formerly known as Warderly International Holdings Limited 匯多利國際控股有限公司*)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

Executive Directors:

Mr. Ji Changqun
Mr. Shi Zhiqiang
Mr. Wang Bo
Mr. Eddie Hurip
Mr. Zhou Yanwei

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Lau Chi Keung
Mr. Chow Siu Lui
Mr. Tsang Sai Chung

Principal place of

business in Hong Kong
Unit 2526, Level 25
Tower One, Admiralty Centre
18 Harcourt Road, Admiralty
Hong Kong

14 November 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE PREMIUM REDUCTION
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

(1) INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Share Premium Reduction. The purpose of this circular is to provide the Shareholders with further information in respect of the Proposed Share Premium Reduction.

LETTER FROM THE BOARD

(2) PROPOSED SHARE PREMIUM REDUCTION

The Board intends to put forward for approval by the Shareholders at the EGM a proposal to reduce the amount standing to the credit of the share premium account of the Company as at the Effective Date and apply the credit arising from such reduction to set off the accumulated losses of the Company. The amount to be reduced from the share premium account shall be the lower of (i) the entire amount standing to the credit of the share premium account of the Company; and (ii) the total accumulated losses of the Company as at the Effective Date.

Effect of the Proposed Share Premium Reduction

As at 31 December 2013, the Company recorded audited accumulated losses of approximately RMB506.4 million. The amount standing to the credit of the share premium account of the Company was approximately RMB119.0 million as at 31 December 2013.

The implementation of the Proposed Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Other than the expenses incurred by the Company in relation to the Proposed Share Premium Reduction, the implementation of the Proposed Share Premium Reduction will not, of itself, alter the underlying assets, liabilities, business operations, management or financial position of the Company or affect the interests of the Shareholders.

Reasons for the Proposed Share Premium Reduction

The Board is of the view that the Proposed Share Premium Reduction will allow the Company to eliminate or reduce its accumulated losses, thus enabling a better appreciation of the financial position of the Group and its current businesses. The Board believes that the Proposed Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

Conditions of the Proposed Share Premium Reduction

Pursuant to article 6 of the Articles of Association, the Company may from time to time by special resolution, subject to any confirmation or consent required by the Cayman Companies Law, reduce its share premium account in any manner permitted by the Cayman Companies Law. According to article 146(1) of the Articles of Association, the Company may apply the share premium account in such manner as permitted by the Cayman Companies Law.

LETTER FROM THE BOARD

As advised by the Company's Cayman Islands legal counsel, the Proposed Share Premium Reduction does not require court approval under the Cayman Companies Law. However, the Proposed Share Premium Reduction is conditional upon the approval by the Shareholders at the EGM by way of special resolution.

Shareholders and potential investors should also be aware of and take note that the Proposed Share Premium Reduction is conditional upon satisfaction of the conditions set out in this circular. Therefore, the Proposed Share Premium Reduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and other securities of the Company.

(3) EGM

A notice convening the extraordinary general meeting of the Company to be held at Unit 2526, Level 25, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 17 December 2014 at 3:00 p.m. is set out on pages 7 to 8 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so wish.

The special resolution to approve the Proposed Share Premium Reduction at the EGM will be taken by poll and an announcement on the results of the poll will be made by the Company after the EGM. To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the special resolution regarding the Proposed Share Premium Reduction at the EGM.

LETTER FROM THE BOARD

(4) RECOMMENDATION

The Directors consider that the Proposed Share Premium Reduction is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution as set out in the notice of the EGM to approve the Proposed Share Premium Reduction.

(5) 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
Fullshare Holdings Limited
Ji Changqun
Chairman

* *for identification purpose only*

NOTICE OF EGM

Fullshare Holdings Limited **豐盛控股有限公司**

(formerly known as Warderly International Holdings Limited 匯多利國際控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Fullshare Holdings Limited (the “**Company**”) to be held at Unit 2526, Level 25, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 17 December 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

“**THAT** with effect from 6:00 p.m. on 31 December 2014 (Hong Kong time),

- (i) the amount standing to the credit of the share premium account of the Company be reduced by the lower of (a) the entire amount standing to the credit of the share premium account of the Company; and (b) the total accumulated losses of the Company (the “**Share Premium Reduction**”);
- (ii) the credit arising from the Share Premium Reduction be applied to set off the accumulated losses of the Company; and
- (iii) any one director of the Company be and is hereby authorised to do all such acts, deeds and things, to effect all necessary actions and execute and deliver all documents as he/she may in his/her sole and absolute discretion consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

Yours faithfully,
By Order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 14 November 2014

NOTICE OF EGM

Principal place of business in Hong Kong:

Unit 2526, Level 25,
Tower One, Admiralty Centre,
18 Harcourt Road, Admiralty
Hong Kong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the joint holder whose name stands first on the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
3. In order to be valid, the form of proxy for use at the EGM must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or adjournment thereof.
4. As at the date of this notice, the board of Directors consists of Mr. Ji Changqun, Mr. Shi Zhiqiang, Mr. Wang Bo, Mr. Eddie Hurip and Mr. Zhou Yanwei (all being executive Directors), and Mr. Lau Chi Keung, Mr. Chow Siu Lui and Mr. Tsang Sai Chung (all being independent non-executive Directors).

* *for identification purpose only*