



Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

Form of proxy for use by shareholders at the Extraordinary General Meeting to be convened on 18 October 2016 at 3:00 p.m. (and at any adjournment thereof)

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of Fullshare Holdings Limited (the "Company")
hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note c) at the extraordinary general meeting of the Company (the "Meeting") to be held at Unit 2526, Level 25, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on 18 October 2016, at 3:00 p.m., and at any adjournment thereof and to vote on my/our behalf as directed below.

Ordinary Resolution		FOR ^(note d)	AGAINST ^(note d)
1.	<p>a. the subscription agreement (the "Subscription Agreement") dated 7 September 2016 between the Company and Macquarie Bank Limited (the "Subscriber") to subscribe the zero coupon Notes in principal amount of HK\$350,000,000 due 2017 (the "Notes"), convertible into the ordinary shares of par value of HK\$0.01 each of the Company (each, a "Share") on the terms and conditions of the Notes (the "Note Conditions") contained therein and the performance of all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed;</p> <p>b. any one or more of the directors (the "Directors") or the chief operating officer of the Company be and is/are hereby authorised to do all such acts and things and execute all such other or further documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of, or the transactions contemplated by, the Subscription Agreement and all documents and deeds in connection therewith and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the Note Conditions) as are, in the opinion of the Directors or the chief operating officer of the Company, in the interest of the Company and its shareholders as a whole;</p> <p>c. the Notes to be issued pursuant to the Subscription Agreement and the performance of all the transactions contemplated thereunder (including, without limitation, the issue and allotment of Shares upon exercise of the conversion rights attached thereto) and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved; and</p> <p>d. any one or more of the Directors be and is/are hereby authorised to allot and issue such number of Shares as may fall to be allotted and issued upon exercise of the conversion rights attached to the Notes on and subject to the Note Conditions.</p>		

Dated the _____ day of _____ 2016

Shareholder's signature ^(notes e, f, g and h) : _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint holders of any Share any one of such joint holder 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 holder be present at the Meeting 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.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing or, if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alternations made to this form of proxy should be initialed by the person who signs the form.