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Evershine Group Holdings Limited

永耀集團控股有限公司

(formerly known as TLT Lottotainment Group Limited 彩娛集團有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION OF ISSUED SHARE CAPITAL OF GREAT EMPIRE INTERNATIONAL GROUP LIMITED

The Board is pleased to announce that the Company entered into the non-legally binding MOU with the Vendor in relation to the Possible Acquisition on 5 December 2014.

The Board wishes to emphasize that the MOU is not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

This announcement is made by the Company on a voluntary basis.

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION

The Board is pleased to announce that on 5 December 2014 (after trading hours of the Stock Exchange), the Company entered into the non-legally binding MOU in relation to the Possible Acquisition with the Vendor.

THE MOU

Date: 5 December 2014 (after trading hours)

Parties:

- (i) Vendor: Starways Holding Inc.
- (ii) Purchaser: The Company

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Major terms of the MOU

Assets to be transferred

Under the MOU, the Company intends to acquire and the Vendor intends to dispose up to 100% of the issued share capital of the Target Company.

The Target Company is a company incorporated in the British Virgin Islands. The Target Company indirectly holds a wholly owned subsidiary in the PRC, namely 深圳市博泰生物技術應用管理有限公司 which engages in tumor treatment technology development and applications.

Arrangement of Due Diligence

After execution of the MOU and subject to the Vendor's consent (the Vendor should not unreasonably decline reasonable request from the Company or its advisors), the Company is entitled to designate its advisors to audit, value or otherwise inspect the Target Group and the Target Company, the businesses and/or other assets of the Target Group (the "**Due Diligence Inspection**"). The Vendor shall use its best endeavours to assist in the Due Diligence Inspection.

The Company should complete the relevant Due Diligence Inspection within six months after the execution of the MOU (the "**Inspection Period**").

Exclusive negotiation right

During the Inspection Period, the Company has exclusive negotiation right regarding the Possible Acquisition (the "**Exclusive Negotiation Period**") and the Vendor agrees that it shall not negotiate with or discuss with any third party in regard to the Possible Acquisition unless the MOU is terminated in accordance with its terms prior to the end of the Exclusive Negotiation Period.

Definitive Agreement

In the case that the Possible Acquisition will be proceeded with, the parties should endeavour to negotiate in good faith terms of formal agreement for the Possible Acquisition.

Other terms

The Exclusive Negotiation Period and the Inspection Period can be extended with written consents from both of the parties to the MOU.

Non legally-binding effect

The MOU is intended to record certain preliminary understanding in principle agreed between the parties in order to serve as a platform for further negotiations and, save for provisions relating to due diligence arrangement, exclusivity and confidentiality, the MOU is not intended to create legal relationship and does not constitute a binding contract.

The Board wishes to emphasize that the MOU is not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors from time to time
“Company”	Evershine Group Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on GEM (stock code: 8022)
“connected persons”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“MOU”	the non-legally binding memorandum of understanding dated 5 December 2014 entered into between the Company and the Vendor setting out the preliminary understanding in relation to the Possible Acquisition
“Possible Acquisition”	the possible acquisition by the Company from the Vendor of up to 100% of the issued share capital of the Target Company as contemplated in the MOU
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Great Empire International Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by the Vendor
“Target Group”	the Target Company and its wholly owned subsidiaries
“Vendor”	Starways Holding Inc., a company incorporated in Vanuatu
“%”	per cent
“HK\$”	Hong Kong dollars

By Order of the Board
Evershine Group Holdings Limited
Wu Wenbei
Chairman and Executive Director

Hong Kong, 5 December 2014

As of the date hereof, the executive Directors are Mr. Wu Wenbei and Ms. Lin Yan Jenny; and the independent non-executive Directors are Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Mr. He Qinglong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.8022hk.com>.