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Evershine Group Holdings Limited

永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON RECORD DATE

RIGHTS ISSUE

The Company proposes to raise approximately HK\$84 million, before expenses, by way of the rights issue of 280,068,452 Rights Shares to the Qualifying Shareholders at a subscription price of HK\$0.30 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date. The Company plans to use the net proceeds from the Rights Issue, after deducting estimated expenses in relation to the Rights Issue, of approximately HK\$81 million as to (i) approximately HK\$20 million for repayment of loans; (ii) approximately HK\$30 million for potential acquisition(s); and (iii) approximately HK\$31 million as general working capital of the Group. To qualify for the Rights Issue, a Qualifying Shareholder's name must appear on the register of members of the Company on the Record Date. In order for their owners to be registered as members on the Record Date, any transfers of the Shares (with the relevant share certificates) must be lodged for registration by 4:30 p.m. on 19 December 2014.

GENERAL

The Rights Issue is fully underwritten by the Underwriter. As the Rights Issue would increase neither the issued share capital nor the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules.

The Prospectus Documents containing, among other things, further details of the Rights Issue are expected to be despatched by the Company to the Qualifying Shareholders on or before 5 January 2015 and the Prospectus will be despatched to the Excluded Shareholders for information only.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Underwriting Agreement contains provisions granting the Underwriter a right to terminate its obligations under the Underwriting Agreement upon occurrence of certain events. The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. If this condition is not fulfilled, the Rights Issue will not proceed and a further announcement will be made by the Company at the relevant time.

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or the Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the Rights Shares in their nil-paid form.

Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the Rights Shares in their nil-paid form up to the date on which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	: One (1) Rights Share for every two (2) Shares held on the Record Date
Subscription Price	: HK\$0.30 per Rights Share
Number of Shares in issue at the date of this announcement	: 560,136,904 Shares
Number of Rights Shares	: 280,068,452 Rights Shares (assuming no new Shares will be issued on or before the Record Date)
Underwriter	: President Securities (Hong Kong) Limited
Enlarged issued share capital upon completion of the Rights Issue	: 840,205,356 Shares

The number of Rights Shares to be issued pursuant to the Rights Issue represents 50% of the issued share capital of the Company as at the date of this announcement and approximately 33.33% of enlarged issued share capital of the Company immediately following the completion of the Rights Issue.

As at the date of this announcement, the Company does not have any share options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Subscription Price

The Subscription Price is HK\$0.30 per Rights Share, payable in full upon acceptance under the PAL(s).

The Subscription Price represents:

- (i) a discount of approximately 4.76% to the closing price of HK\$0.315 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 7.12% to the average of the closing prices of approximately HK\$0.323 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day; and
- (iii) a discount of approximately 3.23% to the theoretical ex-rights price of approximately HK\$0.310 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.315 per Share as quoted on the Stock Exchange on the Last Trading Day.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Underwriter with reference to, among others, the prevailing market price and trading liquidity of the Shares. The Directors consider that the discount to the prevailing market price would encourage the Shareholders to participate in the Rights Issue to maintain their shareholdings in the Company and to enjoy the potential growth of the Company. In view of the prevailing market conditions of the capital market in Hong Kong and the benefits of the Rights Issue, the Directors consider that the terms of the Rights Issue (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of provisional allotment

The Rights Shares will be allotted on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date. Acceptances of all or any part of a Qualifying Shareholder's provisional allotment can be made only by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for by 4:00 p.m. of the Acceptance Date.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully-paid, shall rank *pari passu* in all respects with the Shares then in issue, including as to the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares.

Fractional entitlements to the Rights Shares

The Company will not provisionally allot to and will not accept applications for any fractions of Rights Shares from Qualifying Shareholders. Fractional entitlements will be rounded down to the nearest whole number of Rights Shares. Such fractional entitlements will be aggregated and the fractions of nil-paid Rights Shares shall be provisionally allotted to a nominee of the Company. The Company shall procure such of its nominees, if possible, to sell all the fractions of the nil-paid Rights Shares in the market and the net proceeds of such sales, after deduction of expenses, will be aggregated and an equivalent amount will accrue for the benefit of the Company.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be an Excluded Shareholder at the close of business on the Record Date. Overseas Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date whom the Company, based on legal opinions to be provided by legal advisers, considers necessary or expedient not to offer the Rights Shares on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place will not be regarded as Qualifying Shareholders.

Further information in this connection will be set out in the Prospectus to be despatched to the Shareholders.

In order to be registered as members of the Company at the close of business on the Record Date, beneficial owners must lodge any transfers of Shares (together with the relevant share certificates) with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 19 December 2014.

The Company will send the Prospectus Documents to the Qualifying Shareholders on or about 5 January 2015.

Excluded Shareholders

The Company will send the Prospectus only (without PAL) to the Excluded Shareholders, if any, for their information.

Arrangement will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders to be sold on the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The net proceeds of such sale, less expenses, of more than HK\$100 shall distribute pro rata to the Excluded Shareholders the net proceeds of sale provided that individual amounts of HK\$100 or less and the proceeds generated on such sale of the Rights Shares shall be retained by the Company for its own benefit.

Any unsold entitlement of the Excluded Shareholders, together with any Rights Shares provisionally allotted but not accepted, will be taken up by the Underwriter.

No application for excess Rights Shares

After arm's length negotiations with the Underwriter, the Board has decided that the Qualifying Shareholders will not be entitled to subscribe for any additional Rights Shares in excess of their respective assured entitlements. Given that each Qualifying Shareholder will be given equal and fair opportunity to participate in the Rights Issue, the Board considers that it will be burdensome to the Company to put in additional effort and costs to administer the excess application procedures. Any Rights Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

Closure of register of members

The register of members of the Company will be closed from 20 December 2014 to 23 December 2014 (both dates inclusive). No transfers of Shares will be registered during this period.

Application for listing

The Company will apply to the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirement of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of the dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the existing board lots of 3,000 Rights Shares. Dealing in the Rights Shares will be subject to the payment of the stamp duty and other applicable fees and charges in Hong Kong.

Certificates for the Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted on or about 29 January 2015 to those who have accepted and paid for the Rights Shares, by ordinary post at their own risk.

Conditions of the Rights Issue

The Rights Issue is conditional upon, among other things, the followings:

- (i) the delivery to the Stock Exchange and registration by the Registrar of Companies in Hong Kong respectively on or prior to the Posting Date of one copy of each of the Prospectus Documents each duly certified in compliance with section 38D of the Companies (WUMP) Ordinance (and all other documents required to be attached thereto), and otherwise complying with the requirements of the Companies (WUMP) Ordinance and the GEM Listing Rules;
- (ii) the posting on the Posting Date of copies of the Prospectus Documents to the Qualifying Shareholders and the posting of copies of the Prospectus marked “For information only” together with a letter in agreed form to the Excluded Shareholders explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Posting Date;
- (iii) compliance with and performance of all the undertakings and obligations of the Company under the Underwriting Agreement; and
- (iv) the Listing Committee of the Stock Exchange agreeing to grant listings of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any) by no later than the Posting Date and the Listing Committee of the Stock Exchange not having withdrawn or revoked such listings and permission.

In the event that the conditions (other than the condition(iv)) have not been satisfied and/or waived in whole or in part by the Underwriter on or before the Posting Date or in the event that the condition (iv) has not been satisfied on or before 4:00 p.m. on the Acceptance Date (or in each case, such later date as the Underwriter and the Company may agree), all liabilities of the parties thereto shall cease and terminate and neither party shall have any claim against the other save that the Company shall indemnify the Underwriter for all reasonable costs, fees and other out-of-pocket expenses (excluding underwriting commission, sub-underwriting fees and related expenses) that have been properly incurred and documented in writing by the Underwriter in connection with the underwriting of the Underwritten Shares. The Rights Issue will not proceed accordingly.

UNDERWRITING ARRANGEMENT FOR THE RIGHTS ISSUE

Pursuant to the Underwriting Agreement, the Underwriter has agreed to fully underwrite 280,068,452 Right Shares under the Right Issue.

Commission

The Company will pay the Underwriter an underwriting commission of 2.5% of the aggregate Subscription Price of the Rights Shares underwritten by it. The Directors consider that the underwriting commission accords with market rates.

Termination of the Underwriting Agreement

The Underwriter may by notice in writing to the Company given served at any time prior to 6:00 p.m. on the Settlement Date or such later time as the Company and the Underwriter may agree, terminate the Underwriting Agreement if any of the following grounds of termination happens:

- (i) in the sole and absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (ii) any material breach of any of the representations, warranties or undertakings under the Underwriting Agreement comes to the knowledge of the Underwriter;
- (iii) any adverse change in market conditions in Hong Kong or the PRC (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (iv) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (v) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or

- (vi) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (vii) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of the Underwriter, a material omission in the context of the Rights Issue.

Upon the giving of such notice, all obligations of the Underwriter thereunder shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriter such fees as may then be agreed by the parties hereto. If the Underwriter exercises such right, the Rights Issue will not proceed.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

The changes in the shareholding structure of the Company arising from the Rights Issue are as follows (assuming there being no other changes in shareholding of the Company on or before the Record Date):

	As at the date of this announcement		Immediately after completion of the Rights Issue (assuming no Rights Shares are subscribed by the Qualifying Shareholders)		Immediately after completion of the Rights Issue (assuming all Rights Shares are subscribed by the Qualifying Shareholders)	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Public Shareholders	560,136,904	100.0%	560,136,904	66.7%	840,205,356	100.0%
Underwriter (<i>Note</i>)	–	–	280,068,452	33.3%	–	–
Total	560,136,904	100.0%	840,205,356	100.0%	840,205,356	100.0%

Note: Pursuant to the Underwriting Agreement, (i) the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 10% of the voting rights of the Company upon the completion of the Rights Issue; and (ii) the Underwriter shall use all reasonable endeavours to ensure that each of the subscribers or purchasers of the Untaken Shares procured by it (a) shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors, chief executive of the Company or substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules); and (b) save for the Underwriter itself and its associates, shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 10% or more of the voting rights of the Company upon completion of the Rights Issue.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in provision of travel agent services, advertising and marketing services, trading of securities and mobile application business.

The gross proceeds and the estimated net proceeds of the Rights Issue will be approximately HK\$84 million and HK\$81 million respectively. The Company intends to apply such net proceeds from the Rights Issue as to (i) approximately HK\$20 million for repayment of loans; (ii) approximately HK\$30 million for potential acquisition(s); and (iii) HK\$31 million as general working capital of the Group. The net price per Rights Share shall be approximately HK\$0.29.

The Board considers that the Rights Issue will increase the capital base of the Company and give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company. Hence, the Board considers that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

TENTATIVE TIMETABLE

	2014
Last day of dealing in Shares on a cum-rights basis	Wednesday, 17 December 2014
First day of dealing in Shares on an ex-rights basis	Thursday, 18 December 2014
Latest time for Shareholders to lodge transfer of Shares to qualify for the Rights Issue	4:30 p.m. on Friday, 19 December 2014
Closure of register of members (both days inclusive)	Saturday, 20 December 2014 to Tuesday, 23 December 2014
Record date for determining entitlements to the Rights Issue	Tuesday 23 December 2014
	2015
Despatch of Prospectus Documents	Monday, 5 January 2015
Commencement of dealings in nil-paid Rights Shares	9:00 a.m. on Wednesday, 7 January 2015
Latest time for splitting nil-paid Rights Shares	4:00 p.m. on Friday, 9 January 2015
Last day of dealing in nil-paid Rights Shares	4:00 p.m. on Wednesday, 14 January 2015

Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Monday, 19 January 2015
Latest time to terminate the Underwriting Agreement and for the Rights Issue to become unconditional	6:00 p.m. on Thursday, 22 January 2015
Announcement of the allotment results of the Rights Issue	Wednesday, 28 January 2015
Share certificates for the fully-paid Rights Shares to be despatched on or before	Thursday, 29 January 2015
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Friday, 30 January 2015

Dates or deadlines specified in this announcement are indicative only and may be varied by agreement between the Company and the Underwriter. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND NIL-PAID RIGHTS SHARES

The Shares will be dealt in on an ex-rights basis from 18 December 2014. Dealings in the Rights Shares in the nil-paid form will take place from 7 January 2015 to 14 January 2015 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated, the Rights Issue will not proceed.

Any Shareholders or other persons contemplating transferring, selling or purchasing Shares and/or Rights Shares in their nil-paid form who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from 7 January 2015 to 14 January 2015 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

GENERAL

As the Rights Issue would not increase either the issued share capital or the market capitalisation of the Company by more than 50%, the Rights Issue is not required by the GEM Listing Rules to be approved by the Shareholders in a general meeting.

The Prospectus Documents containing, among other things, further details of the Rights Issue is expected to be despatched by the Company to Qualifying Shareholders on or before 5 January 2015, and the Prospectus will be despatched to the Excluded Shareholders for information only.

President Securities (Hong Kong) Limited is a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO. To the best of the Directors' knowledge, information and belief, the Underwriter and its ultimate beneficial owner(s) are independent third parties not connected with the Company and its connected persons within the meaning of the GEM Listing Rules.

DEFINITIONS

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

“Acceptance Date”	the latest date on which the Rights Shares are accepted and paid for, tentatively on 19 January 2015 (or such other date as the Underwriter and the Company may agree from time to time in writing)
“associates”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day (excluding Saturdays and Sundays) on which banks generally are open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Evershine Group Holdings Limited (stock code: 8022), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on GEM
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong
“Directors”	the directors of the Company
“Excluded Shareholder(s)”	those Overseas Shareholder(s) who, in the opinion of the Directors based on enquiry made in compliance with the GEM Listing Rules, are necessary or expedient to be excluded from the Rights Issue on account of the legal restrictions under the laws or requirements of the relevant regulatory body or stock exchange in the places where such Overseas Shareholders reside
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	12 December 2014, being the date of the Underwriting Agreement
“Overseas Shareholder(s)”	those persons whose addresses as shown on the register of members of the Company as at the Record Date are resident in a place outside Hong Kong
“PAL(s)” or “Provisional Allotment Letter(s)”	the provisional allotment letter in respect of the Rights Issue to be issued to the Qualifying Shareholders, in such a form to be agreed between the Company and the Underwriter
“Posting Date”	the date on which the despatch of the Prospectus Documents takes place in accordance with the Underwriting Agreement, tentatively on 5 January 2015 (or such other date as the Underwriter and the Company may agree from time to time in writing)
“Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue
“Prospectus Documents”	the Prospectus and PAL
“Qualifying Shareholder(s)”	Shareholder(s), other than the Excluded Shareholders, whose name(s) appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	23 December 2014 or such other date as the Underwriter may agree in writing with the Company as the date by reference to which entitlements to the Rights Issue are expected to be determined
“Rights Issue”	the issue of the Rights Shares by way of rights to the Qualifying Shareholders for subscription on the terms to be set out in the Prospectus Documents and summarized herein
“Rights Share(s)”	280,068,452 new Shares to be offered to the Qualifying Shareholders for subscription on the basis of one (1) Rights Share for every two (2) Shares held at the Record Date pursuant to Rights Issue

“Settlement Date”	the date being the third Business Day following the Acceptance Date (or such other date as the Underwriter and the Company may agree)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of issued share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.30 per Rights Share
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriter”	President Securities (Hong Kong) Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Underwriting Agreement”	the underwriting agreement dated 12 December 2014 entered into between the Company and the Underwriter in relation to the underwriting and certain other arrangements in respect of the Rights Issue
“Underwritten Shares”	all the Rights Shares
“Untaken Shares”	such number of the Underwritten Shares to be subscribed or procured to be subscribed by the Underwriter under the Underwriting Agreement
“%”	percentage

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

Hong Kong, 12 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>.