

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 registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Evershine Group Holdings Limited (the "Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, EXTENSION OF GENERAL MANDATES TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting ("AGM") of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Friday, 19 June 2015 at 11:00 a.m. is set out on pages 16 to 19 of this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy to the share registrar and transfer office of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.8022hk.com>.

20 May 2015

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“2014 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2014
“AGM”	the annual general meeting of the Company to be convened and held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Friday, 19 June 2015 at 11:00 a.m. and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended and adopted from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to buy-back Shares equal in aggregate not exceeding 10% of the total number of Shares in issue on the terms as more particularly set out in the Notice
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Evershine Group Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on GEM
“Core Connected Person(s)”	has the same meaning as ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 20 May 2014 to allot, issue and deal with shares of up to 20% of the then issued share capital of the Company as at the date of the annual general meeting on 20 May 2014
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	15 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Notice”	the notice convening the AGM
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinances, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



Evershine Group Holdings Limited
永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

Executive Directors:

Mr. Wu Wenbei
Ms. Lin Yan Jenny
Mr. Lau Yu

Registered Office:

Room A, 9th Floor
Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong

Independent Non-executive Directors:

Ms. Lam Yuk Ying, Elsa
Mr. Liu Kwong Sang
Mr. He Qinglong
Ms. Choy So Yuk, *BBS, JP*

20 May 2015

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
EXTENSION OF GENERAL MANDATES TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) granting to the Directors the Issue Mandate; (b) granting to the Directors the Buy-back Mandate; (c) granting to the Directors a general mandate to extend the Issue Mandate to issue new Shares by adding to it the total number of Shares bought back by the Company under the Buy-back Mandate; and (d) re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 20 May 2014, general mandates were granted to the Directors to issue new Shares and buy back Shares. The said general mandates will expire at the conclusion of the forthcoming AGM.

The Board shall review the market situation from time to time and exercise the general mandate to issue Shares for fund raising activities if and when appropriate. The Board believes that the exercise of the general mandate to issue Shares is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility for the future business development of the Group.

Resolutions set out as the ordinary resolution numbers 4 and 5 in the Notice will be proposed at the AGM to grant fresh mandates to the Directors: (i) to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing resolution granting the Issue Mandate as resolution number 4 set out in the Notice. Based on 952,231,356 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 190,446,271 Shares if the Issue Mandate is granted at the AGM; and (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of resolution number 5 set out in the Notice granting the Buy-back Mandate. Based on 952,231,356 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to buy back for up to a total of 95,223,135 fully paid Shares if the Buy-back Mandate is granted at the AGM.

The Issue Mandate and the Buy-back Mandate will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held by the Articles of Association or the Companies Ordinance or the GEM Listing Rules; and (iii) the date upon which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement required under Rule 13.08 of the GEM Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Buy-back Mandate at the AGM.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to passing of the aforesaid resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares bought back by the

LETTER FROM THE BOARD

Company pursuant to the Buy-back Mandate provided that such extended amount shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 121 of the Articles of Association, not less than one third of the members of the Board shall retire from office by rotation at the AGM and offer themselves for re-election by the Shareholders. Accordingly, Mr. Wu Wenbei and Ms. Lam Yuk Ying, Elsa shall retire from office by rotation at the AGM and being eligible, would offer themselves for re-election. In accordance with Article 101 of the Articles of Association, Mr. Lau Yu, Ms. Lin Yan Jenny, Ms. Choy So Yuk, Mr. Liu Kwong Sang and Mr. He Qinglong shall retire from office at the AGM and being eligible, would offer themselves for re-election.

Ms. Choy So Yuk, Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Mr. He Qinglong, being independent non-executive Directors eligible for re-election at the AGM, have made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Ms. Choy So Yuk, Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Mr. He Qinglong are independent in accordance with the independence guidelines. Also, in view of their integrity, extensive knowledge and experience, the Company recommends Ms. Choy So Yuk, Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Mr. He Qinglong to be re-elected.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular. At the AGM, ordinary resolutions will be proposed to approve their re-election.

AGM

A notice convening the AGM to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Friday, 19 June 2015 at 11:00 a.m. is set out on pages 16 to 19 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate and Buy-back Mandate, the granting of the general mandate to extend the Issue Mandate and the re-election of retiring Directors.

A proxy form for the AGM is enclosed with this circular and published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the AGM, you are requested to complete the proxy form and return it to the share registrar and transfer office of the Company at Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong at least 48 hours before the time appointed for the holding of the AGM or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude Shareholders from attending and voting at the meeting and at any adjournment thereof if they so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for

LETTER FROM THE BOARD

the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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.

GEM LISTING RULES REQUIREMENT

According to rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, every resolution put to the vote of the AGM will be taken by way of poll pursuant to Article 81 of the Articles of Association. The Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate and Buy-back Mandate, the extension of general mandate to issue Shares and the re-election of retiring Directors referred to in this circular are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of all resolutions to be proposed at the AGM. Shareholders should note that the Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the ordinary resolutions.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

For and on behalf of the Board
Evershine Group Holdings Limited
Wu Wenbei
Chairman and Executive Director

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM.

Mr. Wu Wenbei (“Mr. Wu”), aged 52, was appointed as an executive Director on 20 June 2013 and the chairman of the Company on 1 October 2014. He is also a director of various subsidiaries of the Company. Save as disclosed above, Mr. Wu does not hold any other position with the Company or any of its subsidiaries. Mr. Wu graduated from Xiamen University in the PRC and was a long-time practicing lawyer in the PRC. He has over 26 years’ experience in international trading and economics. Mr. Wu is currently an executive director of Xiamen He He Xin Business Consulting Company Limited (廈門合和鑫商務諮詢有限公司) and a managing director of Xiamen Jin Yin Trading Company Limited* (廈門金峯貿易有限公司). Save as disclosed above, Mr. Wu does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or have any other major appointment and qualifications.

Mr. Wu has entered into a service agreement with the Company for a term of two years commencing from 20 June 2013 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Wu is entitled a monthly salary of HK\$40,000 plus discretionary bonus, which is determined with reference to the prevailing market conditions and his role and responsibilities in the Company. The Director’s fee for Mr. Wu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Wu has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Ms. Lin Yan Jenny (“Ms. Lin”), aged 43, was appointed as an executive Director on 27 May 2013 and was retired as an executive Director with effect from the conclusion of the annual general meeting of the Company held on 20 May 2014. She was appointed as an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules on 2 October 2013 and ceased to act as an authorised representative upon her retirement as an Executive Director on 20 May 2014. Ms. Lin has been re-appointed as an Executive Director and as an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules on 23 May 2014. Ms. Lin is also a director of several subsidiaries of the Company. Save as disclosed above, Ms. Lin does not hold any other position with the Company or any of its subsidiaries. Ms. Lin has a master degree from the New York Institute of Technology – Vancouver in Canada and has over 21 years of management experience in various industries. Ms. Lin is a licensed representative to carry

* The English transliteration of the Chinese name is included for information purpose only and should not be regarded as the official English transliteration of such Chinese name.

out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO of Guoco Capital Limited. Ms. Lin is an independent non-executive director of Thiz Technology Group Limited (Stock Code: 8119) which is listed on GEM since 17 August 2012. Save as disclosed above, Ms. Lin does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or other major appointment and qualifications.

Ms. Lin has not entered into any service contract with the Company. In accordance with the Articles of Association, Ms. Lin is subject to retirement by rotation and re-election at the Company's general meetings. Ms. Lin will receive a Director's fee of HK\$30,000 per month which is determined with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Ms. Lin will be reviewed annually by the board of Directors with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Ms. Lin has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lin does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Mr. Lau Yu ("Mr. Lau"), aged 46, was appointed as an executive Director on 12 May 2015. Save as disclosed above, Mr. Lau does not hold any other position with the Company or any of its subsidiaries. Mr. Lau holds a Bachelor of Business Administration degree from the School of Finance in the University of Hawaii. Mr. Lau has over 20 years of solid experience in international trading of mineral resources and metals, including coal, coke, iron ore and steel. With his extensive experience in the trading of coke and metallurgy, Mr. Lau has established a strong network around the world and has extensive investment experience in areas including finance, real estates, manufacturing, natural resources and IT. Mr. Lau has been an executive director of Loudong General Nice Resources (China) Holdings Limited (stock code: 988) since September 2008. He has been appointed as an executive director of Abterra Limited (listed on the Singapore Stock Exchange) since October 2006 and subsequently appointed as the chief executive officer of Abterra Limited since November 2006. Mr. Lau has also been appointed as an executive director, vice chairman of the board of directors and member of the audit committee, the nominating committee and the remuneration committee of Digiland International Limited (listed on the Singapore Exchange) since July 2012 and the non-executive director of Pluton Resources Limited (listed on the Australian Securities Exchange) since April 2013. Save as disclosed above, Mr. Lau does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or have any other major appointment and qualifications.

Mr. Lau has not entered into a service contract with the Company. In accordance with the Articles of Association, Mr. Lau is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Lau has agreed to waive his entitlement to receive remuneration as an executive Director.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Lau is interested in 173,653,000 shares of the Company, representing approximately 18.24% of the issued share capital of the Company.

Save as disclosed above, Mr. Lau does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Ms. Choy So Yuk, BBS, JP (“Ms. Choy”), aged 64, was appointed as an independent non-executive Director on 12 May 2015. She is also the chairman of the remuneration committee and members of the audit committee and the remuneration committee of the Company. Save as disclosed above, Ms. Choy does not hold any other position with the Company or any of its subsidiaries. Ms. Choy obtained her Bachelor of Science and Master of Philosophy degrees from the University of Hong Kong in 1974 and 1980 respectively. Ms. Choy was the founding managing director of SHK International Services Limited (which was subsequently acquired by Ms. Choy and changed its name to Oriental-Western Promotions Limited). Ms. Choy holds a wide variety of political, social and academic positions, such as a deputy of the National People’s Congress of China and a director of Fujian Middle School. Ms. Choy was a member of the Fujian Provincial Committee of the Chinese People’s Political Consultative Conference and a member of the Legislative Council in Hong Kong from 1998 to 2008. Ms. Choy has been appointed as an independent non-executive director of Ping Shan Tea Group Limited (formerly known as Huafeng Group Holdings Limited, (stock code: 364) since August 2002 and an independent non-executive director of Loudong General Nice Resources (China) Holdings Limited (stock code: 988) since June 2009. Save as disclosed above, Ms. Choy does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or have any other major appointment and qualifications.

Ms. Choy has not entered into a service contract with the Company. In accordance with the Articles of Association, Ms. Choy is subject to retirement by rotation and re-election at the Company’s annual general meetings. Ms. Choy is entitled to an annual emolument of HK\$120,000 and a discretionary bonus which is to be reviewed by the remuneration committee of the Company with reference to her duties and responsibilities with the Company and the Company’s remuneration policy. The Director’s fee for Ms. Choy will be reviewed annually by the Board with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Ms. Choy has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Choy does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Ms. Lam Yuk Ying, Elsa (“Ms. Lam”), aged 55, was appointed as an independent non-executive Director on 2 September 2013. She is also the chairman of the nomination committee and members of the audit committee and the remuneration committee of the

Company. Save as disclosed above, Ms. Lam does not hold any other position with the Company or any of its subsidiaries. Ms. Lam holds Type 9 (Asset Management) regulated activities licenses issued by the Securities and Futures Commission of Hong Kong. Ms. Lam has over 11 years of experience in securities industry and more than 16 years of experience in the treasury function in several major banks. Ms. Lam was an executive director of Value Convergence Holdings Limited (Stock Code: 821), the issued shares of which are listed on the Main Board of the Stock Exchange from 23 February 2011 to 28 December 2012. Ms. Lam currently is a director of VC Asset Management Limited, a wholly-owned subsidiary of Value Convergence Holdings Limited. Ms. Lam was also an associate director of Excalibur Hong Kong and held senior positions at Glory Sky Global Markets Limited and Kingston Securities Limited. She was also the head of treasury department of KBC Bank N.V. Save as disclosed above, Ms. Lam does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or have any other major appointment and qualifications.

Ms. Lam has not entered into a service contract with the Company. In accordance with the Articles of Association, Ms. Lam is subject to retirement by rotation and re-election at the Company's annual general meetings. Ms. Lam is entitled to a Director's fee of HK\$120,000 per annum which is determined with reference to her duties and responsibilities with the Company and the prevailing market conditions. The Director's fee for Ms. Lam will be reviewed annually by the Board with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Ms. Lam has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lam does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Mr. Liu Kwong Sang ("Mr. Liu"), aged 53, was appointed as an independent non-executive Director on 16 January 2014 and was retired as an non-executive Director with effect from the conclusion of the annual general meeting of the Company on 20 May 2014. Mr. Liu has been re-appointed as an independent non-executive Director on 23 May 2014. He was also the chairman of the audit committee and the remuneration committee and member of the nomination committee and he was ceased to act as the chairman of the audit committee and the remuneration committee and member of the nomination committee upon his retirement as an independent non-executive Director on 20 May 2014. He has been re-appointed as the chairman of the audit committee and the remuneration committee and member of the nomination committee on 23 May 2014. Mr. Liu ceased to act as the chairman of the remuneration committee on 12 May 2015. Save as disclosed above, Mr. Liu does not hold any other position with the Company or any of its subsidiaries. Mr. Liu has been practising as a Certified Public Accountant in Hong Kong with more than 25 years of experience. Mr. Liu graduated with honours from the Hong Kong Polytechnic University with a bachelor degree in Accountancy and obtained the master in business administration degree from the University of Lincoln, the United Kingdom. He is an

associate member of the Institute of Chartered Accountants in England and Wales, fellow members of the Association of Chartered Certified Accountants, Institute of Financial Accountants, the United Kingdom, the Institute of Public Accountants, Australia, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong, a Certified Tax Adviser, and the Society of Registered Financial Planners. Mr. Liu is currently an independent non-executive directors of Polytec Asset Holdings Limited (保利達資產控股有限公司) (stock code: 208) since 2000 and China National Culture Group Limited (中國國家文化產業集團有限公司) (formerly known as China Railsmedia Corporation Limited (中國鐵聯傳媒有限公司)) (stock code: 745) since 2004, whose securities are listed on the main board of the Stock Exchange and abc Multiactive Limited (辰罡科技有限公司) (stock code: 8131) since 2004, a company the securities of which are listed on the GEM. He was the independent non-executive directors of China Media and Films Holdings Limited (中國傳媒影視控股有限公司) (stock code: 8172) during 2001 to 2006, Tack Fiori International Group Limited (野馬國際集團有限公司) (stock code: 928) from June to September of 2008 and Dragonite International Limited (三龍國際有限公司) (stock code: 329) from April 2010 to September 2014. Save as disclosed above, Mr. Liu does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or have any other major appointment and qualifications.

Mr. Liu has not entered into a service contract with the Company. In accordance with the Articles of Association, Mr. Liu is subject to retirement by rotation and re-election at the Company's annual general meetings. Mr. Liu is entitled to a Director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Mr. Liu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Liu has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Mr. He Qinglong ("Mr. He"), aged 37, was appointed as an independent non-executive Director on 1 December 2014. He is also the members of the audit committee, the remuneration committee and the nomination committee. Save as disclosed above, Mr. He does not hold any other position with the Company or any of its subsidiaries. Mr. He has been engaging in design and brand planning for 13 years. He graduated from the Academy of Fine Arts in Fuzhou University in 1998. He had served as a design director for a domestic fashion brand and currently serves as a research and development and brand planning consultant for a domestic fashion brand. Save as disclosed above, Mr. He does not hold any other directorship in any public companies the securities of which are listed in Hong Kong or overseas in the last three years from the Latest Practicable Date or other major appointment and qualifications.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. He has not entered into a service contract with the Company. In accordance with the Articles of Association, Mr. He is subject to retirement by rotation and re-election at the Company's annual general meetings. Mr. He is entitled to a Director's fee of HK\$120,000 per annum and a discretionary bonus which is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions. The Director's fee for Mr. He will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. He has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. He does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Wu, Ms. Lin, Mr. Lau, Ms. Choy, Ms. Lam, Mr. Liu and Mr. He or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Buy-back Mandate.

The explanatory statement contains all the information that is required by the GEM Listing Rules set out as follows:

1. EXERCISE OF THE BUY-BACK MANDATE

Assuming no Shares are issued or bought back prior to the AGM and on the basis of 952,231,356 Shares in issue as at the Latest Practicable Date, the exercise of the Buy-back Mandate in full could result in up to 95,223,135 Shares, representing 10% of the total number of Shares in issue, to be bought back by the Company during the period up to the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the Articles of Association to be held or until the Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to buy-back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF BUY-BACKS

The Company is empowered by the Articles of Association to buy back its Shares. In buy-back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. Such funds may include the profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the buy-back or if authorised by the Articles of Association and subject to Hong Kong law, out of capital. Under the Companies Ordinance, the Shares so bought back will be treated as cancelled and the total number of Shares in issue shall be diminished accordingly.

4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2014 Annual Report) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, if the Buy-back Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No Core Connected Person has notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell Shares to the Company if the Buy-back Mandate is exercised. In accordance with the GEM Listing Rules, the Company is prohibited from knowingly buying back Shares from a Core Connected Person in the GEM and a Core Connected Person shall not knowingly sell his Shares to the Company.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Hong Kong and in accordance with the regulations set out in the Articles of Association.

7. TAKEOVERS CODE

If as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to buy back Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders of the Company was as follows:

Substantial shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Buy-back Mandate is exercise in full
Lau Yu	173,653,000	18.24%	20.26%

In the event that the Directors exercise the proposed Buy-back Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The GEM Listing Rules prohibit a company from making buy-back on the Stock Exchange if the buy-back would result in that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total issued Shares in issue would be held by public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands. In any event, the Directors do not intend to exercise the Buy-back Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code.

8. SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs of Shares have been made by the Company in the previous six months preceding the Latest Practicable Date, whether on the GEM or otherwise.

9. SHARE PRICES

The highest and lowest price at which Shares were traded on the GEM in the past 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
May	0.340	0.225
June	0.280	0.225
July	0.245	0.218
August	0.350	0.221
September	0.315	0.248
October	0.300	0.250
November	0.420	0.270
December	0.350	0.255
2015		
January	0.315	0.280
February	0.350	0.246
March	0.365	0.265
April	0.550	0.295
May (up to the Latest Practicable Date)	0.510	0.365

NOTICE OF ANNUAL GENERAL MEETING



Evershine Group Holdings Limited
永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Evershine Group Holdings Limited (the “Company”) will be held at 11:00 a.m. on Friday, 19 June 2015 at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2014;
2. to re-elect retiring directors of the Company (the “Directors”) and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Elite Partners CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration;

To consider as special business and, if thought fit, passing the following resolutions (the “Resolution(s)”) as ordinary resolutions of the Company:

4. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) operated by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a “Share”) of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as herein defined); or
 - (ii) the exercise of any options granted under the share option scheme of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of the Shares in issue on the date of the passing of this Resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary Resolution of the shareholders of the Company) the number of issued Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the total number of the Shares in issue on the date of the passing of that Resolution, or 95,223,135 Shares, assuming that no Shares are issued or bought back from the date of the notice of annual general meeting up to the date of such meeting), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as herein defined) of all powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
6. “**THAT** conditional upon the passing of the Resolutions 4 and 5 as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4 above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted by the Directors pursuant to such general mandate a number representing the total number of Shares being bought back by the Company under the authority granted pursuant to Resolution 5 above, provided that such number shall not exceed 10 per cent. of the total number of Shares in issue at the date of passing of this Resolution.”

For and on behalf of the Board
Evershine Group Holdings Limited
Wu Wenbei
Chairman and Executive Director

Hong Kong, 20 May 2015

Notes:

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration at least 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be).
3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if they were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.8022hk.com> and on the “Latest Company Announcements” page of the GEM website at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.
6. Any voting at the annual general meeting shall be taken by poll.