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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19 JUNE 2015, RETIREMENT OF DIRECTORS AND CHANGE OF CHAIRMAN OF THE COMPANY

The Board announces that at the AGM held on 19 June 2015, all the resolutions (except resolution no. 2(a)(vii)) as set out in the AGM Notice and the Proxy Form were duly passed as ordinary resolutions of the Company. Resolutions no. 2(a)(i) and 2(a)(ii) were not applicable and not voted upon at the AGM.

The Board further announces that Mr. Wu Wenbei retired as an executive Director and the chairman of the Company with effect from the conclusion of the AGM.

The Board further announces that Mr. He Qinglong retired as an independent non-executive Director and ceased to act as the members of the audit committee, the remuneration committee and the nomination committee of the Company with effect from the conclusion of the AGM.

The Board further announces that Mr. Lau Yu has appointed as the chairman of the Company with effect from 19 June 2015.

Reference is made to the notice of annual general meeting (the “AGM”) of Evershine Group Holdings Limited (the “Company”) dated 20 May 2015 (the “AGM Notice”), the circular of the Company dated 20 May 2015 (the “AGM Circular”), the form of proxy of the Company (the “Proxy Form”) and the announcements of the Company dated 10 June 2015 and 18 June 2015 in relation to withdrawal of businesses for consideration of AGM, respectively. Capitalised terms used herein shall have the same meanings ascribed to them in the AGM Circular unless otherwise defined herein.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that the AGM was duly held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 19 June 2015 at 11:00 a.m. The poll results in respect of the resolutions are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1	To receive and consider the audited consolidated financial statements and the reports of the directors (the “ Directors ”) and auditors of the Company for the year ended 31 December 2014.	368,943,170 (99.88%)	450,000 (0.12%)
2	a) To re-elect:		
	i) Mr. Wu Wenbei as Executive Director (NOT VOTED UPON);	N/A	N/A
	ii) Ms. Lin Yan Jenny as Executive Director (NOT VOTED UPON);	N/A	N/A
	iii) Mr. Lau Yu as Executive Director;	368,943,170 (99.88%)	450,000 (0.12%)
	iv) Ms. Choy So Yuk, <i>BBS, JP</i> as Independent Non-executive Director;	368,943,170 (99.88%)	450,000 (0.12%)
	v) Ms. Lam Yuk Ying, <i>Elsa</i> as Independent Non-executive Director;	368,943,170 (99.88%)	450,000 (0.12%)
	vi) Mr. Liu Kwong Sang as Independent Non-executive Director; and	368,943,170 (99.88%)	450,000 (0.12%)
	vii) Mr. He Qinglong as Independent Non-executive Director.	450,050 (0.12%)	368,943,120 (99.88%)
	b) To authorize the board of directors to fix the remuneration of Directors.	368,943,170 (99.88%)	450,000 (0.12%)
3	To re-appoint Elite Partners CPA Limited, as auditors of the Company and authorise the board of directors to fix their remuneration.	368,943,170 (99.88%)	450,000 (0.12%)
4	To grant a general mandate to the board of directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the total number of Shares in issue as at the date of the passing of this resolution.	368,943,170 (99.88%)	450,000 (0.12%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
5	To grant a general mandate to the board of directors to buy back shares in the Company, not exceeding 10% of the total number of Shares in issue as at the date of the passing of this resolution.	368,943,170 (99.88%)	450,000 (0.12%)
6	Conditional on the passing of resolutions 4 and 5 to extend the general mandate granted by resolution 4 by adding thereto the shares bought back pursuant to the general mandate granted by resolution 5.	368,943,170 (99.88%)	450,000 (0.12%)

Remarks:

- a. As more than 50% of the votes were cast in favour of the proposed resolutions numbered 1, 2(a)(iii) to 2(a)(vi), 2(b) to 6, these resolutions were duly passed as ordinary resolutions by way of poll at the AGM.
- b. As less than 50% of the votes were cast in favour of the proposed resolution numbered 2(a)(vii), this resolution was not passed as an ordinary resolution by way of poll at the AGM.
- c. Resolution no. 2(a)(i) and 2(a)(ii) were not applicable and not voted upon for the reason further elaborated below.
- d. The total number of the shares of the Company in issue at the time of AGM: 952,231,356.
- e. The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM: 369,393,170.
- f. No shareholders of the Company were entitled to attend the AGM and abstain from voting in favour of the required resolutions as set out in Rule 17.47A of the GEM Listing Rules.
- g. None of the shareholders of the Company have stated their intention in the Company's circular dated 20 May 2015 to vote against any of the resolutions at the AGM.
- h. None of the shareholders of the Company is required under the Rules (the "GEM Listing Rules") Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of the Stock Exchange to abstain from voting on any of the resolutions at the AGM.
- i. To the best of the Directors' knowledge, belief and information, no shareholders of the Company had a material interest in the resolutions proposed at the AGM.
- j. Hong Kong Registrars Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

WITHDRAWAL OF BUSINESSES FOR CONSIDERATION OF AGM

Reference is made to the AGM Circular, the AGM Notice, the Proxy Form and the announcement of the Company dated 10 June 2015, Ms. Lin Yan, Jenny ("Ms. Lin") has resigned as executive Director on 10 June 2015. Due to the resignation of Ms. Lin, ordinary resolution no. 2(a)(ii) in respect of the re-election of Ms. Lin as executive Director as set out in the AGM Notice and the Proxy Form was therefore no longer applicable and not voted upon.

Reference is also made to the AGM Circular, the AGM Notice, the Proxy Form and the announcement of the Company dated 18 June 2015, Mr. Wu Wenbei (“**Mr. Wu**”) has notified the Company that he would retire as executive Director and the chairman of the Company at the conclusion of the AGM and would not offer himself for re-election at the AGM. Due to the notification made of Mr. Wu, ordinary resolution no. 2(a)(i) in respect of the re-election of Mr. Wu as executive Director as set out in the AGM Notice and the Proxy Form was no longer applicable and not voted upon.

RETIREMENTS OF DIRECTORS AND CHAIRMAN OF THE COMPANY

The Board further announces that since Mr. Wu, an executive Director and the chairman of the Company, retired by rotation at the AGM and did not offer himself for re-election as a Director as he would like to pursue other career development opportunities, Mr. Wu has retired from the Board with effect from the conclusion of the AGM. Following his retirement, Mr. Wu also ceased to be the chairman of the Company. For the avoidance of doubt, Mr. Wu shall remain as director of certain subsidiaries of the Company. Mr. Wu has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board further announces that since the resolution in respect of the re-election of Mr. He Qinglong (“**Mr. He**”) as independent non-executive Director has not been passed by the shareholders of the Company at the AGM, Mr. He has retired from the Board with effect from the conclusion of the AGM. Mr. He has also ceased to act as the members of audit committee, the nomination committee and remuneration committee of the Company with effect from the conclusion of the AGM. Mr. He has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its appreciation to Mr. Wu and Mr. He for their past contributions made to the Company during their tenure of office.

APPOINTMENT OF CHAIRMAN OF THE COMPANY

Following the retirement of Mr. Wu as the chairman of the Company, Mr. Lau Yu, an executive Director, has appointed as the chairman of the Company on 19 June 2015.

By order of the Board of
Evershine Group Holdings Limited
Lau Yu
Chairman and Executive Director

Hong Kong, 19 June 2015

As of the date hereof, the executive Director is Mr. Lau Yu; and the independent non-executive Directors are Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Ms. Choy So Yuk, BBS, JP.

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>.