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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Evershine Group Holdings Limited (the “**Company**”) will be held at 27/F., The Sun’s Group Centre, 200 Gloucester Road, Wanchai, Hong Kong on Monday, 23 November 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 15 September 2015 (the “**Agreement**”) and entered into between Mr. Cheng Kwok Wo as vendor (the “**Vendor**”) and Vital Fortune International Investment Limited, a wholly owned subsidiary of the Company as purchaser (the “**Purchaser**”), pursuant to which, among other things, the Vendor shall sell and the Purchaser shall acquire the entire issued share capital of Fortune Ford Limited (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bonds (as defined below) and the allotment and issue of the Conversion Shares (as defined below)) be and are hereby approved, confirmed and ratified;
- (b) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$49,680,000 by the Company to the Vendor (or at his direction) to settle part of the consideration payable by the Purchaser under the Agreement in accordance with the terms and conditions of the Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified;

- (c) the allotment and issue of new ordinary shares (the “**Conversion Share(s)**”) in the share capital of the Company at the initial conversion price of HK\$0.138 per Conversion Share which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds to the relevant holder(s) of the Convertible Bonds be and are hereby approved, confirmed and ratified;
- (d) subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares to be allotted and issued, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution;
- (e) the issue of the promissory notes (the “**Promissory Notes**”) in the aggregate principal amount of HK\$30,320,000 by the Company to the Vendor (or at his direction) to settle part of the consideration payable by the Vendor in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and
- (f) any Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

2. “**THAT** Ms. Ang Lai Kuen be re-elected as an executive director of the Company.”

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

Hong Kong, 7 November 2015

Registered office:
16th Floor, Zoroastrian Building
101 Leighton Road
Causeway Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. 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. Whether or not you are able to attend the Meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed revoked.

As of the date hereof, the executive Directors are Mr. Lau Yu and Ms. Ang Lai Kuen; 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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, 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 "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its posting and on the website of the Company at <http://www.8022hk.com>.