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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 10 June 2016 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 24 March 2016 (the “**SH Agreement**”) and entered into between the sole shareholder (the “**Vendor**”) of Spring Hero Developments Limited (“**Target Company A**”) and the Company, pursuant to which, among other things, the Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell 50,000 ordinary shares of Target Company A, representing the entire issued share capital of Target Company A, and the entire shareholder’s loan owed by Target Company A to the Vendor (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 or incidental to the SH Agreement be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient to complete, implement and give effect to any and all of the foregoing arrangements for the proposed acquisitions pursuant to the SH Agreement.”

2. **“THAT**

- (a) the conditional sale and purchase agreement dated 24 March 2016 (the “**SP Agreement**”) and entered into between the Vendor and the Company, pursuant to which, among other things, the Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell all 50,000 ordinary shares of and Sharp Pick Ventures Limited (“**Target Company B**”), representing the entire issued share capital of Target Company B, and the entire shareholder’s loan owed by Target Company B to the Vendor (a copy of which has been produced to the Meeting marked “B” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder or incidental to the SP Agreement be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient to complete, implement and give effect to any and all of the foregoing arrangements for the proposed acquisitions pursuant to the SP Agreement.”

By Order of the Board
Evershine Group Holdings Limited
Hung Tat Chi Alan
Alternate Director

Hong Kong, 24 May 2016

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 branch share registrar of the Company in Hong Kong, 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 Mr. Bülent Yenil (Mr. Hung Tat Chi Alan as alternate Director); and the independent non-executive Directors are Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang, Ms. Choy So Yuk, BBS, JP and Mr. Leung Man Chun.

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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the website of the Company at <http://www.8022hk.com>.