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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)

SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the announcement (“**Announcement**”) of Evershine Group Holdings Limited (“**Company**”) dated 3 March 2017. Further to the information which has already been announced by the Company in the Announcement, the Directors would like to provide additional information related to the use of proceed from the Placing and the adjustment of the Conversion Price. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

The Use of Proceed from the Placing

It is currently expected that

- i) approximately HK\$30 million will be used to settle the cash consideration portion in relation to the proposed acquisition of 40% issued share capital of First Surplus Investments Limited, as announced by the Company on 20 January 2017, upon completion;
- ii) approximately HK\$30 million as loans to customers under the Group’s money lending business;
- iii) approximately HK\$10 million will be used for procurement of inventories of the commodities trading business; and
- iv) the remaining net proceeds will be used as general working capital including, among others, staff costs, legal and professional fees and other operating costs.

Save as previously announced, the Group is not currently in negotiations for any potential significant investments.

The Adjustment of the Conversion Price

The Conversion Price shall from time to time be adjusted upon the occurrence of certain events in relation to the Company including but not limited to the following:

- (i) an alteration of each Share by reason of any consolidation or subdivision;
- (ii) an issue (other than pursuant to a scrip dividend scheme in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) a capital distribution in cash or in specie other than out of distributable profits of the Company being made by the Company, whether on a reduction of capital or otherwise, to Shareholders (in their capacity as such);
- (iv) an offer of new Shares for subscription by way of rights, or a grant of options or warrants to subscribe for new Shares, at a price which is less than 80 per cent. of the market price being made by the Shareholders (in their capacity as such);
- (v) an issue wholly for cash being made by the Company or any of its subsidiaries of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share is less than 80 per cent. of the market price, or the conversion, exchange or subscription rights of any such issue are modified so that the said total effective consideration is less than 80 per cent. of such market price;
- (vi) an issue of Shares other than by way of rights being made wholly for cash at a price less than 80 per cent. of the market price; or
- (vii) an issue of Shares for the acquisition of asset at a total effective consideration per Share which is less than 80 per cent. of the market price at the date of the announcement of the terms of such issue.

Accordinging the 2017 Convertible Notes instrument, the maximum number of Conversion Shares issuable upon conversion of the 2017 Convertible Notes shall be subject to the threshold of 200,535,471 Shares (subject to consolidation or subdivision) or such number of Shares which may be permissible to be issued under the General Mandate (the “**General Mandate Threshold**”). The conversion sequence of the 2017 Convertible Notes will depend upon the respective conversion date(s), which depend on the date of the surrender of the relevant 2017 Convertible Notes certificate and delivery of conversion notice to the Company. The Company will handle the conversion notice on a first-come-first-serve basis. If there is any adjustment event occurred which leads to the number of Conversion Shares issuable under the 2017 Convertible Notes to exceed the General Mandate Threshold, then the holder(s) of

the 2017 Convertible Notes shall be entitled to convert the 2017 Convertible Notes into such number of Conversion Shares subject to the General Mandate Threshold based on the adjusted Conversion Price and any outstanding remaining principal amount of the 2017 Convertible Notes shall be redeemed by the Company on the maturity date in accordance with the terms herein.

The above additional information does not affect other information contained in the Announcement.

On behalf of the Board
Evershine Group Holdings Limited
Chan Ming Kei
Executive Director and Company Secretary

Hong Kong, 15 March 2017

As of the date hereof, the executive Directors are Mr. Bülent Yenil (Mr. Hung Tat Chi Alan as alternate Director), Mr. Chan Ming Kei and Mr. Ling Ko Yin Jason; and the independent nonexecutive Directors are Ms. Choy So Yuk, BBS, JP, Ms. Lam Yuk Ying Elsa 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 for at least 7 days from the date of its posting and on the website of the Company at <http://www.8022hk.com>.