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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)

COMPLETION OF PLACING OF 2017 CONVERTIBLE NOTES UNDER GENERAL MANDATE

Placing Agent



SUCCESS

SUCCESS SECURITIES LIMITED

實德證券有限公司

The Board is pleased to announce that all conditions precedent under the Placing Agreement has been fulfilled. Completion of the Placing Agreement has taken place and the 2017 Convertible Bonds in the principal amount of HK\$86,000,000 were issued to the Subscriber on 23 March 2017.

Reference is made to the announcements (the “**Announcements**”) issued by Evershine Group Holdings Limited (the “**Company**”) dated 3 March 2017 and 15 March 2017 in relation to the proposed Placing of 2017 Convertible Notes under General Mandate. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE ISSUE OF THE 2017 CONVERTIBLE BONDS

The Board is pleased to announce that the conditions of the Placing have been fulfilled and completion of the Placing took place on 23 March 2017. Pursuant to the Placing Agreement, the Company had agreed to appoint the Placing Agent as placing agent for the purpose of procuring, as agent of the Company, on a best efforts basis, not less than six Placees to subscribe in cash for the 2017 Convertible Notes at the conversion price of HK\$0.43 per Conversion Share.

The approval for the listing of, and permission to deal in, the conversion shares upon conversion of the Convertible Bonds has been granted by the Listing Committee of the Stock Exchange.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placees, their associates and their respective ultimate beneficial owners are independent third parties.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

Shareholders	As at the date of this announcement		Immediately after the completion of the Placing assuming full conversion of 2017 Convertible Notes but no conversion of 2016 Convertible Notes		Immediately after the completion of the Placing and assuming full conversion of the 2016 Convertible Notes and 2017 Convertible Notes	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tutuncu Oguz	357,387,000	22.30%	357,387,000	19.83%	357,387,000	19.03%
Lau Yu	174,919,000	10.91%	174,919,000	9.70%	174,919,000	9.32%
Chiu Ngai Hung	166,033,000	10.36%	166,033,000	9.21%	166,033,000	8.84%
Boyraci Osman	145,022,000	9.05%	145,022,000	8.04%	145,022,000	7.72%
Holder of 2016 Convertible Notes	–	0.00%	–	0.00%	75,000,000	3.99%
Holder of 2017 Convertible Notes	–	0.00%	200,000,000	11.09%	200,000,000	10.65%
Other public Shareholders	759,316,356	47.38%	759,316,356	42.12%	759,316,356	40.45%
Total	1,602,677,356	100.00%	1,802,677,356	100.00%	1,877,677,356	100.00%

Note:

- The aggregate percentage may not add up to 100% due to rounding.

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

Hong Kong, 23 March 2017

As of the date hereof, the executive Directors are Mr. Bulent Yenel (Mr. Hung Tat Chi Alan as alternate Director), Mr. Chan Ming Kei, Mr. Hung Tat Chi Alan and Mr. Ling Ko Yin Jason; and the independent non-executive 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>.