

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Evershine Group Holdings Limited (the "Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, EXTENSION OF GENERAL MANDATES TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, REFRESHMENT OF SCHEME MANDATE LIMIT, AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting ("AGM") of the Company to be held at 27/F, The Sun's Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 11 May 2017 at 11:00 a.m. is set out on pages 16 to 20 of this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy to the share registrar and transfer office of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.8022hk.com>.

31 March 2017

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2016 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2016
“AGM”	the annual general meeting of the Company to be convened and held at 27/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 11 May 2017 at 11:00 a.m. and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended and adopted from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to buy-back Shares equal in aggregate not exceeding 10% of the total number of Shares in issue on the terms as more particularly set out in the Notice
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Evershine Group Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on GEM
“Core Connected Person(s)”	has the same meaning as ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 17 May 2016 to allot, issue and deal with shares of up to 20% of the then issued share capital of the Company as at the date of the annual general meeting on 17 May 2016
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	27 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Notice”	the notice convening the AGM
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Share Options which shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinances, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option(s)”	those share option(s) granted and to be granted by the Company to eligible participants to subscribe for Shares pursuant to the terms and conditions of the Share Option Scheme

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company by way of resolution of Shareholders on 1 February 2016 and as amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



Evershine Group Holdings Limited
永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

Executive Directors:

Mr. Bülent Yenil

(Mr. Hung Tat Chi Alan as alternate Director)

Mr. Chan Ming Kei

Mr. Hung Tat Chi Alan

Mr. Ling Ko Yin Jason

Registered office:

16/F, Henan Building

90 & 92 Jaffe Road

Wan Chai

Hong Kong

Independent non-executive Directors:

Ms. Choy So Yuk, *BBS, JP.*

Ms. Lam Yuk Ying Elsa

Mr. Leung Man Chun

31 March 2017

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
EXTENSION OF GENERAL MANDATES TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) granting to the Directors the Issue Mandate; (b) granting to the Directors the Buy-back Mandate; (c) granting to the Directors a general mandate to extend the Issue Mandate to issue new Shares by adding to it the total number of Shares bought back by the Company under the Buy-back Mandate; (d) re-election of retiring Directors; (e) the proposed Refreshment of Scheme Mandate Limit; and (f) the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 17 May 2016, general mandate was granted to the Directors to issue new Shares and buy back Shares. The said general mandate will expire at the conclusion of the forthcoming AGM.

The Board shall review the market situation from time to time and exercise the general mandate to issue Shares for fund raising activities if and when appropriate. The Board believes that the exercise of the general mandate to issue Shares is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility for the future business development of the Group.

Resolutions set out as the ordinary resolution numbers 4 and 5 in the Notice will be proposed at the AGM to grant fresh mandates to the Directors: (i) to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing resolution granting the Issue Mandate as resolution number 4 set out in the Notice. Based on 1,602,677,356 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 320,535,471 Shares if the Issue Mandate is granted at the AGM; and (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of resolution number 5 set out in the Notice granting the Buy-back Mandate. Based on 1,602,677,356 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to buy back for up to a total of 160,267,735 fully paid Shares if the Buy-back Mandate is granted at the AGM.

The Issue Mandate and the Buy-back Mandate will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held by the Articles of Association or the Companies Ordinance or the GEM Listing Rules; and (iii) the date upon which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement required under Rule 13.08 of the GEM Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Buy-back Mandate at the AGM.

LETTER FROM THE BOARD

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to passing of the aforesaid resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares bought back by the Company pursuant to the Buy-back Mandate provided that such extended amount shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 121 of the Articles of Association, not less than one third of the members of the Board shall retire from office by rotation at the AGM and offer themselves for re-election by the Shareholders.

In accordance with the Article 101 of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting, or if earlier, the next following extraordinary general meeting, of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Accordingly, Mr. Chan Ming Kei, Mr. Hung Tat Chi Alan and Mr. Ling Ko Yin Jason who were appointed after last general meeting as executive Directors, i.e. the special general meeting held on 10 June 2016, are subject to retirement by re-election at the AGM and being eligible, shall offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular. At the AGM, ordinary resolutions will be proposed to approve their re-election.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted on 1 February 2016 by the Shareholders under which the Directors may, at their discretion, grant options to themselves and any employees of the Group entitling them to subscribe for shares representing up to a maximum of 10% of the shares in the Company in issue from time to time (excluding shares which have been allotted and issued pursuant to the share option scheme). The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share Option Scheme.

The existing 10% Scheme Mandate Limit is 114,267,735 Shares, representing 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. As at the Latest Practicable Date, none of the share options has been granted pursuant to the terms of the Share Option Scheme and there is no outstanding Option granted under the Share Option Scheme and any other schemes of the Company as at the Latest Practicable Date.

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It is proposed that subject to the Listing Committee granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM by the Shareholders, the Scheme Mandate Limit will be refreshed so that the total number of securities, which may be issued upon exercise of all options to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit, shall not exceed 10% of the Shares in issue as at the date of approval of the proposed Refreshment of Scheme Mandate Limit by the Shareholders at the AGM.

As at the Latest Practicable Date, the Company has 1,602,677,356 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the GEM Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 160,267,735 Shares (assuming no further issue or repurchase of Shares by the Company prior to the AGM).

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme at any time should not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

Conditions of the Refreshment of Scheme Mandate Limit

The proposed Refreshment of Scheme Mandate Limit is conditional upon:

1. the passing of the necessary ordinary resolution by the Shareholders at the AGM to approve the proposed Refreshment of Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares represents 10% of the Shares in issue at AGM, which may fall to be issued pursuant to the exercise of options to be granted under the refreshed Scheme Mandate Limit.

Reasons for the Refreshment of Scheme Mandate Limit

The proposed Refreshment of Scheme Mandate Limit will enable the Company to grant further options to eligible participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 8 May 2017 to Thursday, 11 May 2017 (both days inclusive) during which period no transfer of Shares

LETTER FROM THE BOARD

may be effected for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 5 May 2017.

AGM

A notice convening the AGM to be held at 27/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 11 May 2017 at 11:00 a.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate and Buy-back Mandate, the granting of the general mandate to extend the Issue Mandate and the re-election of retiring Directors.

A proxy form for the AGM is enclosed with this circular and published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the AGM, you are requested to complete the proxy form and return it to the share registrar and transfer office of the Company at Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at least 48 hours before the time appointed for the holding of the AGM or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude Shareholders from attending and voting at the meeting and at any adjournment thereof if they so wish.

RESPONSIBILITY STATEMENT

This circular, 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 enquires, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

GEM LISTING RULES REQUIREMENT

According to rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, every resolution put to the vote of the AGM will be taken by way of poll pursuant to Article 81 of the Articles of Association. The Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate and Buy-back Mandate, the extension of general mandate to issue Shares, the re-election of retiring

LETTER FROM THE BOARD

Directors and Refreshment of Scheme Mandate Limit referred to in this circular are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of all resolutions to be proposed at the AGM. Shareholders should note that the Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the ordinary resolutions.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

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

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM.

Mr. Chan Ming Kei (“Mr. Chan”), aged 34, is currently an executive Director, company secretary, compliance officer and authorized representative of the Company and also director of certain subsidiaries of the Company. Mr. Chan joined the Group in September 2016 and was appointed as executive Director with effect from 7 December 2016. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has extensive experiences in accounting, financial management and company secretarial works. He holds Bachelor of Business Administration (Hons) majoring in Accounting from The Hong Kong University of Science and Technology.

Mr. Chan has entered into a letter of appointment with the Company dated 7 November 2016 for a term of 1 year commencing from the date of the letter of appointment. Mr. Chan is entitled to a monthly salary of HK\$80,000 for his position in the Group which is determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the prevailing market conditions. He also entitles to a year-end discretionary bonus to be determined by the Board from time to time. In accordance with the articles of association of the Company, Mr. Chan is subject to retirement by rotation and re-election at the Company’s general meetings.

Save as disclosed above, Mr. Chan does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications.

Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company and has no other interests or short positions in the shares or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Hung Tat Chi Alan (“Mr. Hung”), aged 38, was appointed as executive Director of the Company on 22 March 2017. Mr Hung was also appointed as the alternate Director to Mr. Bülent Yenel (“Mr. Yenel”), the executive Director of the Company, on 11 January 2016. Mr. Hung is also the director of certain subsidiaries of the Group. Mr. Hung holds Master Degree in Civil Engineering and in Business Administration. He is specialized in commercializing recycled products in the construction industry and in waste tyres solutions. Mr. Hung has more than 10 years of experiences in China and established extensive network with government officials and executives, investors, entrepreneurs, professionals and academics in Asia, America, Europe and the Middle East. Mr. Hung has been the Deputy Secretary General of the Preparatory Committee for the World Summit of Chinese Entrepreneurs since 2005, and has been taking up senior positions in organizations of different sectors for more than 8 years. Mr. Hung was an executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from 2 March 2016 to 20 March 2017.

Mr. Hung has entered into a letter of appointment with the Company dated 22 March 2017 for a term of 1 year commencing from the date of the letter of appointment. Mr. Hung is entitled to a monthly salary of HK\$60,000 for his position in the Group which is determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the prevailing market conditions. He also entitles to a year-end discretionary bonus to be determined by the Board from time to time. In accordance with the articles of association of the Company, Mr. Hung is subject to retirement by rotation and re-election at the Company’s general meetings.

Save as disclosed above, Mr. Hung does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications.

Save as disclosed above, Mr. Hung does not have any relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company and has no other interests or short positions in the shares or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Ling Ko Yin Jason (“Mr. Ling”), aged 35, was appointed as an executive Director with effect from 16 December 2016. Mr. Ling obtained a degree of Bachelor of Economics and Finance from The University of Hong Kong. Mr. Ling has extensive experience in merger and acquisitions, post-deal management and also has extensive knowledge in the industries of agriculture, cleantechology, real estate, fund investment and education sector. Mr. Ling has worked in the advisory department of an international accounting firm for number of years. Mr. Ling is a member of the Hong Kong Institute of Certified Public Accountants and Chartered Financial Analyst of CFA Institute.

Mr. Ling has entered into a letter of appointment with the Company dated 16 December 2016 for a term of 1 year commencing from the date of the letter of appointment. Mr. Ling is entitled to a monthly salary of HK\$10,000 for his position in the Group which is determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the prevailing market conditions. He also entitles to a year-end discretionary bonus to be determined by the Board from time to time. In accordance with the articles of association of the Company, Mr. Ling is subject to retirement by rotation and re-election at the Company’s general meetings.

Save as disclosed above, Mr. Ling does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications.

Save as disclosed above, Mr. Ling does not have any relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company and has no other interests or short positions in the shares or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chan, Mr. Hung and Mr. Ling or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Buy-back Mandate.

The explanatory statement contains all the information that is required by the GEM Listing Rules set out as follows:

1. EXERCISE OF THE BUY-BACK MANDATE

Assuming no Shares are issued or bought back prior to the AGM and on the basis of 1,602,677,356 Shares in issue as at the Latest Practicable Date, the exercise of the Buy-back Mandate in full could result in up to 160,267,735 Shares, representing 10% of the total number of Shares in issue, to be bought back by the Company during the period up to the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the Articles of Association to be held or until the Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to buy-back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF BUY-BACKS

The Company is empowered by the Articles of Association to buy back its Shares. In buy-back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. Such funds may include the profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the buy-back or if authorised by the Articles of Association and subject to Hong Kong law, out of capital. Under the Companies Ordinance, the Shares so bought back will be treated as cancelled and the total number of Shares in issue shall be diminished accordingly.

4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2016 Annual Report) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, if the Buy-back Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No Core Connected Person has notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell Shares to the Company if the Buy-back Mandate is exercised. In accordance with the GEM Listing Rules, the Company is prohibited from knowingly buying back Shares from a Core Connected Person in the GEM and a Core Connected Person shall not knowingly sell his Shares to the Company.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Hong Kong and in accordance with the regulations set out in the Articles of Association.

7. TAKEOVERS CODE

If as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to buy back Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders of the Company was as follows:

Substantial shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Buy-back Mandate is exercise in full
Tutuncu Oguz	357,387,000	22.30%	24.78%
Lau Yu	174,919,000	10.91%	12.13%
Chiu Ngai Hung	166,033,000	10.36%	11.51%
Boyraci Osman	145,022,000	9.05%	10.05%

In the event that the Directors exercise the proposed Buy-back Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The GEM Listing Rules prohibit a company from making buy-back on the Stock Exchange if the buy-back would result in that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total issued Shares in issue would be held by public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands. In any event, the Directors do not intend to exercise the Buy-back Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code.

8. SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs of Shares have been made by the Company in the previous six months preceding the Latest Practicable Date, whether on the GEM or otherwise.

9. SHARE PRICES

The highest and lowest price at which Shares were traded on the GEM in the past 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
March	0.395	0.244
April	0.360	0.285
May	0.415	0.320
June	0.455	0.355
July	0.435	0.210
August	0.500	0.350
September	0.460	0.400
October	0.450	0.410
November	0.550	0.415
December	0.550	0.490
2017		
January	0.530	0.495
February	0.580	0.500
March (up to the Latest Practicable Date)	0.570	0.510

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Evershine Group Holdings Limited (the “Company”) will be held at 27/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 11 May 2017 at 11:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2016;
2. to re-elect retiring directors of the Company (the “Directors”) and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Elite Partners CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration;

To consider as special business and, if thought fit, passing the following resolutions (the “Resolution(s)”) as ordinary resolutions of the Company:

4. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) operated by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a “Share”) of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as herein defined); or
 - (ii) the exercise of any options granted under the share option scheme of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of the Shares in issue on the date of the passing of this Resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary Resolution of the shareholders of the Company) the number of issued Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the total number of the Shares in issue on the date of the passing of that Resolution, or 1,602,677,356 Shares, assuming that no Shares are issued or bought back from the date of the notice of annual general meeting up to the date of such meeting), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as herein defined) of all powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

- 6. “**THAT** conditional upon the passing of the Resolutions 4 and 5 as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4 above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted by the Directors pursuant to such general mandate a number representing the total number of Shares being bought back by the Company under the authority granted pursuant to Resolution 5 above, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of passing of this Resolution.”

- 7. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme adopted by an ordinary resolution of the Company on 1 February 2016 in the manner as set out in paragraph (a) of this Resolution below,
 - (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
 - (b) the directors of the Company be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 31 March 2017

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

16/F, Henan Building
90 & 92 Jaffe Road
Wan Chai
Hong Kong

Notes:

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. 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. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration at least 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be i.e. 27/F., The Sun's Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 11 May 2017 at 11:00 a.m.).
3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
4. For determining the qualification as members of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 8 May 2017 to Thursday, 11 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 May 2017.
5. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if they were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.8022hk.com> and on the "Latest Company Announcements" page of the GEM website at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Any voting at the annual general meeting shall be taken by poll.