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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)**

### **STRATEGIC PARTNERSHIP AGREEMENT IN RESPECT OF PROJECTS IN THE REPUBLIC OF TURKEY**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that on 21 November 2017, the Company entered into the Agreement with AKDENİZ İNŞAAT VE EĞİTİM HİZMETLERİ A.Ş. (“AKDENİZ”), a company duly constituted and existing under the laws of Turkey in relation to the Strategic Partnership.

#### **THE AGREEMENT**

Date: 21 November 2017 (after trading hours)

Parties:

- (i) The Company
- (ii) AKDENİZ

AKDENİZ has over 30 years of experience in the real estate and construction business in Turkey; furthermore, AKDENİZ is also engaged in the energy and tourism sector. AKDENİZ ranked in the Fortune 500 of Turkey in 2014 and 2015. Ağaoğlu Gayrimenkul Yatırım A.Ş. (“Ağaoğlu”), which is a wholly-owned subsidiary of AKDENİZ, engaged in the real estate and construction business and has completed over 20 large property projects in Turkey with over 7,000,000 sq. meter construction area including residential, office, hotel, retail and local amenities. Ağaoğlu ranked the most prestigious construction company in 2015 and 2016 in the Turkish Reputation Index.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, AKDENİZ and its ultimate beneficial owner(s) are Independent Third Parties.

## **Major terms of the Agreement**

- (1) Under this Agreement, both the Company and AKDENİZ (each a “Party” and collectively the “Parties”) shall, as strategic partners:
  - (i) To explore investment opportunities in real estate development in Turkey;
  - (ii) To establish partnership for engineering and related construction business; and
  - (iii) To invite more industrial partners from mainland China to further broaden the business development scope as well as partnership.
- (2) Each Party agrees to treat as confidential any and all information including, but not limited to, valuations, financial data, sketches, drawings, reports, notes and any other document or information about the business of the other Party received in connection with the execution of the Agreement, and undertakes not to use any such information otherwise than for the purposes of the Agreement (i.e. fulfillment of the project contract and service contract) without the prior written consent of the Party providing such information unless such information: (i) is or later becomes public knowledge other than by breach of this Agreement; (ii) is already in the possession of the receiving Party and not subject to any duty of confidentiality; (iii) is independently developed by the receiving Party; or (vi) is required to be disclosed by reason of any law or regulation (including but not limited to “Hong Kong GEM Listing Rules”); and
- (3) Save for the (2) of above in relation to the confidentiality responsibilities of both of each Party, this Agreement does not constitute legally-binding commitment in respect of the Strategic Partnership. This Strategic partnership subject to, among others, the execution and completion of further legally-binding agreements between the Parties.

## **Reasons for and benefits from the Agreement**

The Group is principally engaged in property development and investment, trading business, cemetery services, provision of mobile applications and solutions service and money lending business.

The Group is committed to continuously exploring new and different investment opportunities to broaden its source of income. This allows the Group to diversify risks from any single segment of business and maintain profitability and be sustainable. The Board considers this Agreement is an invaluable opportunity for the Group to participate and benefit from international development projects, which has high potential to be one of the Group’s main profit streams.

Ağaoğlu is one of the largest property developers in Turkey, it has real estate projects scattering Turkey including major provinces such as Istanbul and Ankara, as well as other iconic tourism spots. Through the Strategic Partnership, the Group will be able to further explore and penetrate the real estate market of Turkey in different provinces, and to step into the construction business with the introduction of and cooperation with Chinese enterprises.

It is contemplated that the Agreement between the Company and AKDENİZ will allow each of the Parties to utilise its respective edges and is beneficial to both parties.

The Board is of the view that the terms of the Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole. The Company will make further announcement(s) in accordance with the Listing Rules as and when necessary.

The Company will pursue the property development and investment business. The Company may enter into further agreements similar to the Agreement or other agreements in its ordinary and usual course of business. The Company is also, from time to time, in discussion with different parties including potential customers, contractors, real estate developers, research institutions, strategic partners, investment funds, etc, to explore ways of business cooperation and collaboration.

**The Board wishes to emphasise that the Agreement does not create legally binding obligation to consummate the Project(s) and the Project(s) may or may not proceed.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Agreement”	the Strategic Partnership Agreement dated 21 November 2017 and entered into between the Company and AKDENİZ in relation to the Strategic Partnership
“Board”	the board of Directors
“Company”	Evershine Group Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on GEM (stock code: 8022)
“connected persons”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	any person(s) or company(ies) and its/their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and connected persons of the Company in accordance with the GEM Listing Rules
“PRC”	the People’s Republic of China
“Strategic Partnership”	the strategic partnership between the Company and AKDENİZ under the Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Turkey”	the Republic of Turkey
“%”	per cent

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

Hong Kong, 21 November 2017

*As of the date hereof, the executive Directors are Mr. Chan Ming Kei, Mr. Hung Tat Chi Alan and Mr. Ling Ko Yin Jason; the non-executive Director is Mr. Chan Wai Kit; 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 at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the website of the Company at <http://www.evershinegroup.com.hk>.*