

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 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, HK on Friday, 22 June 2018 at 11:00 a.m. is set out on pages 15 to 19 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 17M 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.evershinegroup.com.hk>.

18 May 2018

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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:

“2017 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2017
“AGM”	the annual general meeting of the Company to be convened and held at 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, HK on Friday, 22 June 2018 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 11 May 2017 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 11 May 2017
“GEM”	the GEM 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”	16 May 2018, 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
“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
“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

DEFINITIONS

“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. Hung Tat Chi Alan

Mr. Ling Ko Yin Jason

Non-executive Director:

Mr. Chan Wai Kit

Independent non-executive Directors:

Ms. Choy So Yuk, BBS, JP.

Ms. Lam Yuk Ying Elsa

Mr. Leung Man Chun

Registered office:

16/F, Henan Building

90 & 92 Jaffe Road

Wan Chai

Hong Kong

18 May 2018

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 11 May 2017, 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 1,657,677,356 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 331,535,471 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 1,657,677,356 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 165,767,735 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 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 Wai Kit who was appointed after last general meeting as non-executive Director is subject to retirement by re-election at the AGM and being eligible, shall offer himself for re-election at the AGM.

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. Accordingly, Ms. Choy So Yuk, BBS, JP shall retire from office by rotation at the AGM and being eligible would offer herself for re-election.

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 Scheme Mandate Limit was last refreshed at the annual general meeting of the Company held on 11 May 2017.

The existing 10% Scheme Mandate Limit is 160,267,735 Shares, representing 10% of the Shares in issue as refreshed at the annual general meeting of the Company held on 11 May 2017. 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.

LETTER FROM THE BOARD

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 1,657,677,356 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 165,767,735 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. As at the Latest Practicable Date, no share options have been granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme.

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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 18 June 2018 to Friday, 22 June 2018 (both days inclusive) during which period no transfer of Shares 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 15 June 2018.

AGM

A notice convening the AGM to be held at 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, HK is set out on pages 15 to 19 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate and the Buy-back Mandate, the granting of the general mandate to extend the Issue Mandate, the re-election of retiring Directors and the refreshment of Scheme Mandate Limit.

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 17M 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.

LETTER FROM THE BOARD

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 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
Hung Tat Chi Alan
Executive Director

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 Wai Kit (“Mr. Chan”), aged 34, was appointed as a non-executive director of the Company with effect from 29 May 2017. Mr. Chan holds a Bachelor Degree in Information System and a Master Degree of Accounting from Curtin University of Technology, Australia. He is an executive Director, authorised representative and compliance officer of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) since 13 October 2014 and a deputy Chairman with effect from 16 October 2015. Mr. Chan has been appointed as a committee member of the 9th Committee of Maoming City of The Chinese People’s Political Consultative Conference since January 2017. He is currently an independent non-executive director of Share Economy Group Limited (stock code: 1178) and Ding He Mining Holdings Limited (stock code: 705), a company listed on the Main Board of the Stock Exchange.

Mr. Chan was the chairman, executive director, authorised representative and compliance officer of PPS International (Holdings) Limited (stock code: 8201), a company listed on the GEM of the Stock Exchange from June 2015 to July 2016. He was also an executive director of: China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016; Green Energy Group Limited (stock code: 979), a company listed on the Main Board of the Stock Exchange from February 2017 to July 2017; and Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange from May 2017 to April 2018. Mr. Chan has extensive experience in information technology, accounting, finance, corporate governance, strategic planning, as well as merger and acquisition.

Mr. Chan has entered into a letter of appointment with the Company for a term of 1 year commencing which commenced on 29 May 2017 and he is entitled to an annual emolument of HK\$120,000 and a discretionary bonus which is to be reviewed by the remuneration committee with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

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).

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

Ms. Choy So Yuk, BBS, JP (“Ms. Choy”), aged 67, was appointed as an independent non-executive Director of the Company on 12 May 2015. Ms. Choy is also the Chairlady of the Remuneration Committee, members of the Audit Committee and Nomination Committee. Ms. Choy obtained her Bachelor of Science and Master of Philosophy degrees from the University of Hong Kong in 1974 and 1980 respectively. Ms. Choy was the founding managing director of SHK International Services Limited (which was subsequently acquired by Ms. Choy and changed its name to Oriental-Western Promotions Limited). Ms. Choy holds a wide variety of political, social and academic positions, such as a deputy of the National People’s Congress and a director of Fujian Middle School. Ms. Choy was a member of the Fujian Provincial Committee of the Chinese People’s Political Consultative Conference and a member of the Legislative Council in Hong Kong from 1998 to 2008. Ms. Choy was appointed as an independent non-executive director of Loudong General Nice Resources (China) Holdings Limited (stock code: 988) since June 2009. Ms. Choy was an independent non-executive director of Ping Shan Tea Group Limited (stock code: 364) from August 2002 to October 2017.

There is no service contract entered into between Ms. Choy and the Company and she is entitled to an annual emolument of HK\$120,000 and a discretionary bonus which is to be reviewed by the remuneration committee with reference to her duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

Save as disclosed above, Ms. Choy 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, Ms. Choy 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 and Ms. Choy 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 1,657,677,356 Shares in issue as at the Latest Practicable Date, the exercise of the Buy-back Mandate in full could result in up to 165,767,735 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 2017 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
Chiu Ngai Hung	416,643,000	25.13	27.93
Boyraci Osman	215,870,000	13.02	14.47
Lau Yu	165,919,000	10.01	11.12
Leung Wai Tung	127,042,000	7.66	8.52
Tutuncu Oguz	108,932,000	6.57	7.30

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 each of the following months up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
March	0.600	0.510
April	0.590	0.520
May	0.580	0.490
June	0.560	0.490
July	0.560	0.500
August	0.560	0.500
September	0.550	0.510
October	0.550	0.495
November	0.900	0.495
December	1.090	0.810
2018		
January	1.200	0.950
February	1.190	1.030
March	1.120	0.980
April	1.060	1.000
May (up to the Latest Practicable Date)	1.230	1.000

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 2–4/F Pico Tower, 66 Gloucester Road, Wanchai, HK on Friday, 22 June 2018 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 2017;
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 the auditors’ 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 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;

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- (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% 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% of the total number of the Shares in issue on the date of the passing of that Resolution, or 1,657,677,356 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

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(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

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(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 as 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
Hung Tat Chi Alan
Executive Director

Hong Kong, 18 May 2018

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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 notorially 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 17M 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. Friday, 22 June 2018 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, 18 June 2018 to Friday, 22 June 2018, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than Friday, 15 June 2018.
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.evershinegroup.com.hk> 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.