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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)

CONVERSION OF 2017 CONVERTIBLE NOTES

Reference is made to the announcements of Evershine Group Holdings Limited (the “**Company**”) dated 3 March 2017, 15 March 2017, 25 September 2017 and 24 January 2018 (collectively the “**Announcements**”) in relation to the placing of convertible notes (the “**2017 Convertible Notes**”) under general mandate and the partial conversion of the 2017 Convertible Notes. Capitalised terms used herein shall have the same meaning as defined in the Announcements unless the context otherwise requires.

The board of the Company announces that, the Company has received conversion notices from the placee in respect of the exercise of the conversion rights attached to the 2017 Convertible Notes in an aggregate principal amount of HK\$62,350,000 at the Conversion Price of HK\$0.43 per Share (the “**Conversion**”). As a result of the Conversion, on 18 May 2018, the Company allotted and issued 145,000,000 Conversion Shares in aggregate to the placee, representing approximately 8.04% of the number of issued Shares as enlarged by the allotment and issue of Conversion Shares. The Conversion Shares rank pari passu with all the existing Shares at the date of the allotment and among themselves in all respects.

The issued share capital of the Company has been increased to 1,802,677,356 Shares upon allotment and issue of the Conversion Shares.

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

Hong Kong, 18 May 2018

As at the date hereof, the executive Directors are 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 for at least seven days from the date of its publication and on the Company’s website at www.evershinegroup.com.hk.