



Evershine Group Holdings Limited

永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares⁽²⁾ of Evershine Group Holdings Limited
(the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or⁽³⁾ _____
of _____

as my/our proxy to vote and act for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at 2-4/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on 15 February 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve, confirm and ratify the conditional subscription agreement dated 13 November 2018 (as supplemented by the supplemental agreement dated 31 December 2018) and entered into between the Company as issuer and Macquarie Bank Limited as subscriber in relation to the issue of convertible notes in the principal amount of up to HK\$300,000,000 by the Company and the transactions contemplated thereunder, including but not limited to the issue and allotment of the conversion shares upon exercise of conversion rights attaching to the convertible notes.		

Dated this _____ day of _____ 2019 Signed⁽⁵⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares to which this form of proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” herein stated and insert the name and address of the proxy desired in the space provided in BLOCK CAPITAL. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (“✓”) THE APPROPRIATE BOX MARKED “AGAINST”. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint registered holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto. But if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such share.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at 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, Hong Kong at least 48 hours before the time for the holding of the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish.
- Any alteration made in this form of proxy must be initialled by the person who signs it.
- The full text of the resolution appears in the notice of the extraordinary general meeting dated 24 January 2019.