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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Evershine Group Holdings Limited (the “**Company**”) will 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 with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional subscription agreement (the “**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 (the “**Subscriber**”) in relation to the issue of convertible notes (the “**Convertible Notes**”) in the principal amount of up to HK\$300,000,000 by the Company (a copy of the Subscription Agreement having been produced to the EGM and marked “**A**” and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Notes and the issue and allotment of the conversion shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Notes) and all other matters of and incidental thereto or in connection therewith be and are hereby approved, confirmed and ratified;

- (b) the board of directors of the Company (the “**Directors**”) be and is hereby granted a specific mandate to allot and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Notes in accordance with the terms and conditions of the Convertible Notes; and
- (c) any one or more Directors be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry out and implement the Subscription Agreement, the Convertible Notes and the transactions contemplated thereunder into full effect and to agree to such variation, amendment or waiver as are in the reasonable opinion of the Directors in the interests of the Company and its Shareholders as a whole provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreement.”

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

Hong Kong, 24 January 2019

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

Principal place of business in Hong Kong:
16/F, Henan Building,
90&92 Jaffe Road,
Wan Chai, Hong Kong

Notes:

1. Any Shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. 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. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.

5. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's share registrar in Hong Kong, Hong Kong Registrars Ltd., at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

As of 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.