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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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The notice convening the Extraordinary General Meeting (“EGM”) of the Company to be held at Room 103, Duke of Windsor Social Service Building, No.15 Hennessy Road, Wanchai, Hong Kong at 11:00 a.m. on 10 May 2022 (Tuesday) is set out on pages 13 to 17 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 EGM enclosed with this circular in accordance with the instructions printed thereon.

#### PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the EGM, including:

- **compulsory temperature checks and health declarations**
- **recommended wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

**Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.**

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://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>.*

22 April 2022

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## CHARACTERISTICS OF THE GEM

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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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## PRECAUTIONARY MEASURES FOR THE Extraordinary General Meeting

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In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Extraordinary General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the EGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the EGM venue or be required to leave the EGM venue.
- (iii) The Company encourages attendees to wear surgical face masks inside the EGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

The proxy form is attached to the EGM Circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investors Relations" section of the Company's website at [http://www.evershinegroup.com.hk/wp-content/uploads/2021/05/E\\_proxy.pdf](http://www.evershinegroup.com.hk/wp-content/uploads/2021/05/E_proxy.pdf). If

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## PRECAUTIONARY MEASURES FOR THE Extraordinary General Meeting

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you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the EGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the Company's investor relations department as follows:

Investor Relations

Email: [info8022@163c.om](mailto:info8022@163c.om)

Tel: 852 2245 9905

Fax: 852 2332 8110

If Shareholders have any questions relating to the EGM, please contact Hong Kong Registrars Limited, the Company's share registrar as follows:

Hong Kong Registrars Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

E-mail: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

Tel: 852 2862 8555

Fax: 852 2865 0990

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“EGM”	the Extraordinary General Meeting of the Company to be convened and held at Room 103, Duke of Windsor Social Service Building, No.15 Hennessy Road, Wanchai, Hong Kong on Thursday, 10 May 2022 at 11:00a.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
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“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”	28 May 2021, 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 EGM
“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
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wu Ming Fat Simon

Mr. Chen Xiao Yan

Ms. Ching Wan Wah Kitty

*Registered office:*

14/F Ngan House,  
210 Des Voeux Road  
Central,  
Hong Kong

*Independent non-executive Directors:*

Mr. Lee Kwan Lok

Mr. Chan Lok Cho

Ms. Tso Yin Yee

22 April 2022

*To Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for the approval of (a) granting to the Directors the Issue Mandate (including the extended Issue Mandate) and Buy-back Mandate; and (b) the notice of the EGM.



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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last Annual General Meeting of the Company held on 30 June 2021, 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 EGM.

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 1 and 2 in the Notice will be proposed at the EGM 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 1 set out in the Notice. Based on 2,164,249,356 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 EGM, the Directors will be able to allot, issue and deal with up to a total of 432,849,871 Shares if the Issue Mandate is granted at the EGM; 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 4 set out in the Notice granting the Buy-back Mandate. Based on 2,164,249,356 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 EGM, the Directors will be able to buy back for up to a total of 216,424,935 fully paid Shares if the Buy-back Mandate is granted at the EGM.

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.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares bought back pursuant to the Buy-back Mandate.

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## LETTER FROM THE BOARD

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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 I 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 EGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 5 May 2022 to Tuesday, 10 May 2022 (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 EGM. In order to be eligible to attend and vote at the EGM, 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 Wednesday 4 May 2022.

### **EGM**

A notice convening the EGM to be held at Room 103, Duke of Windsor Social Service Building, Wanchai, Hong Kong is set out on pages 19 to 23 of this circular. Ordinary resolutions will be proposed at the EGM to approve, among other things, the granting of the Issue Mandate (including the granting of the general mandate to extend the Issue Mandate) and the Buy-back Mandate.

A proxy form for the EGM 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 EGM, 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 EGM 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.

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## LETTER FROM THE BOARD

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### 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 EGM 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.

### RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate (including the extension of general mandate to issue Shares) and Buy-back Mandate 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 EGM. 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 EGM.

For and on behalf of the Board  
**Evershine Group Holdings Limited**  
Wu Ming Fat Simon  
*Executive Director*

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the EGM 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 EGM and on the basis of 2,164,249,356 Shares in issue as at the Latest Practicable Date, the exercise of the Buy-back Mandate in full could result in up to 216,424,935 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 Extraordinary General Meeting of the Company, the expiration of the period within which the next Extraordinary 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 unaudited financial statements contained in the 2020 Unaudited Annual Results) 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:

<b>Substantial Shareholders</b>	<b>Number of Shares held</b>	<b>Approximate percentage of existing shareholding</b>	<b>Approximate percentage of shareholding if Buy-back Mandate is exercise in full</b>
Wong Tai Kuen	363,708,000	16.81	18.67
Boyracı Osman	193,362,000	8.93	9.93
Sim Tze Shiong	113,436,000	5.24	5.82
TÜTÜNCÜ OGUZ	108,932,000	5.03	5.59

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. CORE CONNECTED PERSON**

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders at the EGM.

**10. SHARE PRICES**

The highest and lowest price at which Shares were traded on the GEM in the past twelve months up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
January	0.014	0.010
February	0.020	0.010
March	0.020	0.011
April	0.016	0.010
May	0.012	0.010
June	0.010	0.010
July	0.010	0.010
August (up to 13 August thereafter trading is suspended)	0.010	0.010

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 the Extraordinary General Meeting of Evershine Group Holdings Limited (the “Company”) will be held at Room 103, Duke of Windsor Service Building, Wanchai, Hong Kong on Tuesday, 10 May 2022 at 11:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

To consider as special business and, if thought fit, passing the following resolutions (the “Resolution(s)”) as ordinary resolutions of the Company:

1. **“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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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 share capital allotted or agreed conditionally or unconditionally to be allotted (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 defined below); or (ii) the exercise of any options granted under the existing 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), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (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).”

2. “**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
- (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;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (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.”
3. “**THAT** conditional upon the passing of the Resolutions 1 and 2 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 1 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 2 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.”

**At the request of the Company, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on Monday, 16 August 2021 and will remain suspended pending the publication of the 2020 Annual Results, 2021 Interim Results and re-comply with Rule 17.26 of the GEM listing rules, meet any resumption guidelines that may be developed by the Stock Exchange and fully comply with the GEM listing rules in a manner that the Stock Exchange is satisfied. Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules.**

**Shareholders and potential investors of the Company should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By order of the Board  
**Evershine Group Holdings Limited**  
Mr. Wu Ming Fat Simon  
*Executive Director*

Hong Kong, 22 April 2022

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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 notarially 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.
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 Extraordinary General Meeting, the register of members of the Company will be closed from Thursday 5 May 2022 to Tuesday, 10 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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 4:30pm. on Wednesday, 4 May 2022.
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 Extraordinary 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](http://www.hkgem.com) to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Any voting at the Extraordinary General Meeting shall be taken by poll.