

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Evershine Group Holdings Limited**

**永耀集團控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 8022)**

### **SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

#### **SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

On 3 August 2022 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 25,000,000 Subscription Shares at the Subscription Price of HK\$0.02 per Subscription Share.

The Subscription Shares represent approximately 1.16% of the existing issued share capital of the Company as at the date of this announcement and approximately 1.14% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming no issue, repurchase, or conversion of Shares, other than the issue of the Subscription Shares). The Subscription Shares to be subscribed under the Subscription Agreement will be issued under the General Mandate.

The Subscription Price of HK\$0.02 per Subscription Share represents a premium of approximately 100.00% to the closing price of HK\$0.01 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement.

The total Subscription Price (without any deduction or set off) of the Subscription will be approximately HK\$500,000. The Company intends to apply the net proceeds from the Subscription for the general working capital of the Group.

**The Completion of the Subscription shall be subject to the fulfilment of the following conditions: -**

- a. the meetings of the Creditors and the Shareholders having approved the Scheme to settle the debts with the Creditors;
- b. the final sanction from the High Court of Hong Kong on the Scheme having been obtained (to the extent necessary);
- c. the conditions precedent to the implementation of the Scheme having been fulfilled or waived (as the case may be) ;
- d. all winding up petition(s) against the Issuer having been unconditionally withdrawn or dismissed;
- e. the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in all of the Subscription Shares, and such permission not having been subsequently revoked or withdrawn; and
- f. the proposal for the resumption of trading of Shares having been submitted to the Stock Exchange and confirmation from the Stock Exchange that the Company has satisfied all resumption conditions.

**As completion of the Subscription is subject to fulfillment of the conditions under the Subscription Agreement, the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

On 3 August 2022 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 25,000,000 Subscription Shares at the Subscription Price of HK\$0.02 per Subscription Share (i.e. Total consideration HK\$500,000).

### **General Mandate**

Under the General Mandate approved in the EGM, the Company is authorised to issue up to 432,849,871 Shares. Up to the date of this announcement, no Shares has been issued under the General Mandate and thus, the maximum number of new Shares which could be issued by the Company under the General Mandate is 432,849,871 Shares. As such, the General Mandate is sufficient for allotment and issue of 25,000,000 Subscription Shares in this subscription. Accordingly, the issue of the Subscription Shares is not subject to the approval of the Shareholders.

Set out below is a summary of the principal terms of the Subscription Agreement:

## **THE SUBSCRIPTION AGREEMENT**

Date: 3 August 2022 (after trading hours)

Parties: (a) The Company  
(b) The Subscriber

The Subscriber is a Hong Kong resident, Ms. LI, Lai Ying 李麗英 (“Ms. Li”) who is a sophisticated investor with extensive experience in carrying out investment businesses. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Subscriber and is an Independent Third Party.

### **Number of Subscription Shares**

The Subscription Shares represent approximately 1.14% of the existing issued share capital of the Company as at the date of this announcement and approximately 1.16% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming no issue, conversion of shares, or repurchase of Shares other than the issue of the Subscription Shares). The Subscription Shares to be subscribed under the Subscription Agreement will be issued under the General Mandate.

### **Ranking of the Subscription Shares**

The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares then in issue.

### **Subscription Price**

The Subscription Price for the Subscription Shares is HK\$0.05 per Subscription Share and represents a premium of approximately 100% to the closing price of HK\$0.01 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement.

The Subscription Price was determined after arm’s length negotiations between the Company and the Subscriber with reference to the prevailing market price of the Shares. The Directors consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Conditions of the Subscription Agreement**

Completion of the Subscription Agreement is conditional upon fulfillment of the following conditions:-

- a. the meetings of the Creditors and Shareholders having approved the Scheme to settle the debts with the Creditors;
- b. the final sanctions from the High Court of Hong Kong on the Scheme having been obtained (to the extent necessary);
- c. the conditions precedent to the implementation of the Scheme having been fulfilled or waived (as the case may be) (save for the condition that this Agreement having become unconditional);
- d. all winding up petition(s) against the Issuer having been unconditionally withdrawn or dismissed.
- e. the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in all of the Subscription Shares, and such permission not having been subsequently revoked or withdrawn; and
- f. the proposal for the resumption of trading of Shares having been submitted to the Stock Exchange and confirmation from the Stock Exchange that the Company has satisfied all resumption conditions.

If any of the above conditions is not fulfilled, the Subscription Agreement shall terminate and none of the parties shall have any claim against the other for costs, damages, compensation or otherwise apart from any antecedent breaches of any provisions thereof.

## **Completion of the Subscription**

Completion of the Subscription Agreement shall take place within three Business Days after the fulfilment of the conditions as set out in the Subscription Agreement or such other date as the Company and the Subscriber may agree in writing.

Application for listing will be made by the Company to the Listing Committee of the Stock Exchange, being initially stated in the resumption proposal and being submitted after the fulfillment of the resumption conditions, for the grant of approval for the listing of, and permission to deal in, the Subscription Shares.

## REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Group principally engages in trading business, cemetery business, property development and investment business, money lending business and mobile application business.

The Directors are of the view that the Subscription can strengthen the financial position of the Group and provide funding to the Group to meet any future development and obligations. The Subscription also represents a good opportunity to broaden capital base of the Company. The Directors consider that the Subscription is in the interest of the Company and the Shareholders as a whole.

As disclosed above, assuming the Subscription Shares are issued, the net proceeds from the Subscription are estimated to be approximately HK\$500,000. It is intended that the net proceeds from the Subscription will be applied for the repayment of the outstanding indebtedness and the general working capital of the Group.

## EFFECT ON SHAREHOLDING STRUCTURE

The changes of the shareholding structure of the Company as a result of the Subscription is as follows:

Name of Shareholders	As at the date of this announcement		Immediately after the completion of the Subscription	
	Number of Shares	Approximate %	Number of shares	Approximate %
<b>Substantial Shareholder:</b>				
Wong, Tai Kuen	363,708,000	16.81%	363,708,000	16.61%
Boyraci Osman	193,362,000	8.93%	193,362,000	8.83%
Sim, Tze Shoing	113,436,000	5.24%	113,436,000	5.18%
<b>The Subscriber</b>	0	0.00%	25,000,000	1.14%
<b>Public Shareholders:</b>	1,493,743,356	69.02%	1,493,743,356	68.23%
Total	<u>2,164,249,356</u>	<u>100.00</u>	<u>2,189,249,356</u>	<u>100.00</u>

## EQUITY FUND RAISING ACTIVITIES DURING THE PAST 12 MONTHS

The Company has not conducted any other fundraising activities during the past twelve months immediately preceding the date of this announcement.

## DEFINITIONS

In this announcement, the following terms shall have the meanings ascribed to them below unless the context otherwise requires:

"EGM"	the Extraordinary General Meeting of the Company held on 10 May 2022
"Board"	board of Directors
"Business Day(s)"	any day (other than a Saturday or Sunday or days on which a tropical cyclone warning No. 8 or above or a "black rainstorm warning signal" is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business
"Company"	Evershine Group Holdings Limited (永耀集團控股有限公司), a company incorporated in the Hong Kong with limited liability, the Shares of which are listed on the GEM board of the Stock Exchange (stock code: 8022)
"connected person(s)"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	director(s) of the Company
"General Mandate"	the mandate granted to the Directors by the Shareholders at the EGM of the Company to allot, issue and deal with new shares of the Company up to 20% of the issued Shares as at the date thereof
"Group"	the Company and its subsidiaries
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China

“Independent Third Party(ies)”	any persons or company(ies) and their respective ultimate beneficial owners, to the best of the Director’s knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM Board of the Stock Exchange
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Ms LI, Lai Ying, a Hong Kong resident, the subscriber under the Subscription Agreement, being an independent third party to the Company
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the subscription agreement entered into between the Company and the Subscriber on 3 August 2022 in respect of the Subscription
“Subscription Price”	HK\$0.02 per Subscription Share
“Subscription Shares”	the 25,000,000 new Shares to be allotted and issued by the Company to the Subscriber or its nominees pursuant to the terms and conditions of the Subscription Agreement
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeover code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

## **CONTINUED SUSPENSION OF TRADING**

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, the 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.

**Shareholders and potential investors of the Company who have any queries about the implications of the dealing of the Shares are advised to seek advice from professional Advisors.**

By order of the Board  
**Evershine Group Holdings Limited**  
**Wu Ming Fat Simon**  
*Chairman*

Hong Kong, 4 August 2022

*As of the date hereof, the executive Directors are Mr. Wu Ming Fat Simon, Mr. Chen Xiao Yan and Ms. Ching Wan Wah Kitty; and the independent non-executive Directors are Mr. Lee Kwan Lok, Mr. Chan Lok Cho and Ms. Tso Yin Yee.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the website of the Company at <http://www.evershinegroup.com.hk>.*