

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in EverChina Int'l Holdings Company Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE
AND TO BUY-BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of EverChina Int'l Holdings Company Limited (the “**Company**”) is set out on pages 3 to 6 of this circular.

A notice convening an annual general meeting of the Company to be held at Suites 601–603, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 30 August 2018 is enclosed. A form of proxy is also enclosed.

Whether or not you are able to attend the annual general meeting of the Company, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish.

24 July 2018

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, 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.

DEFINITIONS

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

“AGM Notice”	notice of the Annual General Meeting which is set out on pages 13 to 17 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Suites 601–603, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 30 August 2018, to consider and, if appropriate, to approve the resolutions to be proposed at the Annual General Meeting or any adjournment thereof
“associate(s)”	has the same meaning as ascribed in the Listing Rules
“Board”	the board of Directors
“Code”	the Hong Kong Code on Takeovers and Mergers
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	EverChina Int’l Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Existing Buy-back Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 1 September 2017 to buy-back Shares not exceeding 10% of the number of the issued Shares as at 1 September 2017
“Existing Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 1 September 2017 to allot, issue and deal with Shares not exceeding 20% of the number of the issued Shares as at 1 September 2017
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolutions”	the ordinary resolutions to be proposed and passed at the Annual General Meeting as set out in the AGM Notice
“PRC”	the People’s Republic of China, which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy-back Shares not exceeding 10% of the number of the issued Shares as at the date of passing of relevant resolution granting such proposed buy-back mandate
“Proposed Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the number of the issued Shares as at the date of passing of relevant resolution granting such proposed issue mandate
“Retiring Directors”	Mr. Lam Cheung Shing, Richard, Mr. Ho Yiu Yue, Louis, and Mr. Ko Ming Tung, Edward
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

Executive Directors:

Mr. Jiang Zhaobai
Mr. Lam Cheung Shing, Richard
Mr. Chen Yi, Ethan
Mr. Shen Angang

Registered office:

Suites 601–603
6/F., Everbright Centre
108 Gloucester Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Ho Yiu Yue, Louis
Mr. Ko Ming Tung, Edward
Professor Shan Zhemin

24 July 2018

To the Shareholders,

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE
AND TO BUY-BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (a) proposed re-election of the Retiring Directors; (b) the grant to the Directors of the Proposed Issue Mandate; (c) the grant to the Directors of the Proposed Buy-back Mandate; and (d) the extension of the Proposed Issue Mandate to issue Shares by adding to it the aggregate number of the issued Shares bought back under the Proposed Buy-back Mandate.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Jiang Zhaobai, Mr. Lam Cheung Shing, Richard, Mr. Chen Yi, Ethan and Mr. Shen Angang; and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Professor Shan Zhemín.

Pursuant to the articles of association of the Company (the “**Articles**”), at each of the annual general meeting, one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to not less than one-third) shall retire from office by rotation, provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Lam Cheung Shing, Richard, Mr. Ho Yiu Yue, Louis, and Mr. Ko Ming Tung, Edward shall retire by rotation from office and being eligible, will offer themselves for re-election at the Annual General Meeting.

Among these Directors, Mr. Ho Yiu Yue, Louis and Mr. Ko Ming Tung, Edward has been serving as an Independent Non-executive Director of the Company since April 2009. Pursuant to code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report in Appendix 14 of the Listing Rules, having served a company for more than nine years could be relevant to the determination of a non-executive director’s independence and if an independent non-executive director has served a company for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

During their years of appointment, Mr. Ho Yiu Yue, Louis and Mr. Ko Ming Tung, Edward have not engaged in any executive management of the Group and have demonstrated their ability to provide an independent view to the Company’s matters. In addition, each of Mr. Ho Yiu Yue, Louis and Mr. Ko Ming Tung, Edward has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that each of Mr. Ho Yiu Yue, Louis and Mr. Ko Ming Tung, Edward is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

Brief biographies of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

PROPOSED GENERAL MANDATES TO ISSUE AND TO BUY-BACK SHARES

At the annual general meeting of the Company held on 1 September 2017, ordinary resolutions were passed granting the Existing Buy-back Mandate and the Existing Issue Mandate to the Directors.

In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Buy-back Mandate, the Existing Issue Mandate and the Existing Buy-back Mandate shall lapse if, inter alia, they are revoked or varied by ordinary resolutions of the Shareholders in general meeting.

LETTER FROM THE BOARD

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Proposed Buy-back Mandate during the period ending on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or the date upon which such authority is revoked or varied.

Ordinary resolutions set out as resolutions 4(1)(d) and 4(2)(c) in the AGM Notice will be proposed at the Annual General Meeting to revoke the Existing Issue Mandate and the Existing Buy-back Mandate respectively. Resolutions to consider, and if thought fit, to approve the Proposed Issue Mandate and the Proposed Buy-back Mandate as set out in resolutions 4(1)(a), (b), (c) and (e) and resolutions 4(2)(a), (b) and (d) in the AGM Notice respectively will also be proposed at the Annual General Meeting. With reference to the Proposed Issue Mandate and the Proposed Buy-back Mandate, the Directors wish to state that they have no immediate plans to issue or to buy-back any Shares pursuant thereto. As at the Latest Practicable Date, the number of Shares in issue was 6,078,669,363 Shares. Subject to the passing of the resolution granting the Proposed Issue Mandate and on the basis that no further Shares will be issued or bought back before the Annual General Meeting, the Company will be allowed to issue a maximum of 1,215,733,872 Shares upon exercise of the Proposed Issue Mandate in full.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Buy-back Mandate is set out in the Appendix II 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 resolution at the Annual General Meeting.

Ordinary resolution set out as resolution 4(3) in the AGM Notice will also be proposed at the Annual General Meeting to extend the Proposed Issue Mandate by adding to it the aggregate number of issued Shares bought back under the Proposed Buy-back Mandate.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Suites 601–603, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 30 August 2018 is set out on pages 13 to 17 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the office of the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposed Ordinary Resolutions for approval of (a) proposed re-election of the Retiring Directors; (b) granting to the Directors the Proposed Issue Mandate; (c) granting to the Directors the Proposed Buy-back Mandate; and (d) to extend the Proposed Issue Mandate to issue Shares by adding to it the aggregate number of the issued Shares bought back under the Proposed Buy-back Mandate are in line with the requirements under the Listing Rules and in the interests of the Company, the Shareholders and, in particular, the Group as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
EverChina Int'l Holdings Company Limited
Lam Cheung Shing, Richard
Executive Director and Chief Executive Officer

This appendix sets out the information, as required to be disclosed by the Listing Rules, on the Directors proposed to be re-elected at the Annual General Meeting.

Mr. Lam Cheung Shing Richard (“Mr. Lam”)

Mr. Lam, aged 60, is the deputy chairman and chief executive officer of the Company since June 2009. Mr. Lam was appointed as an executive Director and deputy chief executive officer of the Company in August 2001, and was designated as the chairman of the Company during the period from May 2009 to June 2009. He is a fellow member of both Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants. Mr. Lam was admitted to the master’s Degree of Business Administration in The Chinese University of Hong Kong in 2006. Mr. Lam spent over ten years in PricewaterhouseCoopers, an international accounting firm, and promoted to be a senior audit manager, and is equipped with extensive experience in accountancy, taxation and corporate finance. Currently, Mr. Lam is an independent non-executive director of Lajin Entertainment Network Group Limited, the issued shares of which are listed on the GEM Board of the Stock Exchange. Besides, Mr. Lam held senior positions in a number of listed companies in Hong Kong, including Sun Hung Kai & Co., Limited, Kingsway SW Asset Management Limited and U-Cyber Technology Holdings Limited. Mr. Lam was also an independent non-executive director of Eagle Legend Asia Limited from May 2013 to December 2014, an executive director of Kai Yuan Holdings Limited from December 2001 to July 2008 and re-designated as a non-executive director from July 2008 to November 2008, and an executive director of China Pipe Group Limited (now known as Softpower International Limited) from June 2007 to February 2009, all being companies listed on the Stock Exchange.

The Company has entered into a service agreement with Mr. Lam and Mr. Lam had not been appointed for a specific term, but he is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the service agreement entered into between the Company and Mr. Lam, Mr. Lam is entitled to receive a monthly salary of HK\$293,000 with bonus payable at the discretion of the Board, and a fixed director’s fee of HK\$240,000 per annum, which has been approved by the Board with reference to his duties and responsibilities in the Company, his qualifications, experiences and the prevailing market situation.

As at the Latest Practicable Date, Mr. Lam was interest in 7,700,000 Shares, representing approximately 0.13% of the issued share capital of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date (i) Mr. Lam did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information in relation to the re-election of Mr. Lam which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lam that need to be brought to the attention of the holders of securities of the Company.

Mr. Ho Yiu Yue, Louis (“Mr. Ho”)

Mr. Ho, aged 70, has been appointed as an independent non-executive Director in April 2009. He is also the chairman of the audit committee and the remuneration committee of the Company and a member of the nomination committee of the Company. Mr. Ho obtained a master degree of business administration in finance & operations research from Concordia University in Canada and is an associate member of both Hong Kong Institute of Certified Public Accountants and Australia Society of Certificate Practising Accountants. Mr. Ho had over 30 years working experience with international accounting professional firms and had been admitted as partner in Ernst & Young, PricewaterhouseCoopers and Arthur Andersen, focusing on technology risk, system and process assurance and risk consulting practices. During that period, Mr. Ho provided services and advices to numerous blue chip corporations in both Hong Kong and the PRC. Mr. Ho was an independent non-executive director of China Pipe Group Limited (now known as Softpower International Limited), the issued shares of which are listed on the Main Board of the Stock Exchange.

The Company has not entered into any service contract with Mr. Ho and Mr. Ho had not been appointed for a specific term, but he is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Ho is entitled to a fixed director’s fee of HK\$240,000 per annum. The Director’s emoluments are determined by reference to his qualifications, experience and duties and responsibilities in the Company. Such emoluments are subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed, as at the Latest Practicable Date, (i) Mr. Ho did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information in relation to the re-election of Mr. Ho which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed above, there are no other matters in relation to the re-election of Mr. Ho that need to be brought to the attention of the holders of securities of the Company.

Mr. Ko Ming Tung, Edward (“Mr. Ko”)

Mr. Ko, aged 57, was appointed as an Independent Non-executive Director of the Company in April 2009. He is also the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company. Mr. Ko obtained an external Bachelor of Laws Degree from the University of London in the United Kingdom in August 1986 and is a member of The Law Society of Hong Kong. Mr. Ko is the principal of Messrs. Edward Ko & Company and has been practising as a solicitor in Hong Kong for more than 26 years.

Other than the directorship in the Company, currently, Mr. Ko is also an independent non-executive director of Sinofert Holdings Limited, Wai Chun Group Holdings Limited and Chia Tai Enterprises International Limited, all of which are companies whose shares are listed on the Main Board of the Stock Exchange. In addition, Mr. Ko was appointed as an independent non-executive director of Zioncom Holdings Limited in January 2018, whose shares are listed on the GEM Board of the Stock Exchange. Mr. Ko was previously a non-executive director of Harmonic Strait Financial Holdings Limited (now known as Asia International Finance Group Limited) and an independent non-executive director of Chinese Energy Holdings Limited, whose shares are listed on the Main Board and the GEM Board of the Stock Exchange, respectively.

The Company has not entered into any service contract with Mr. Ko and Mr. Ko had not been appointed for a specific term, but he is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Ko is entitled to a fixed director's fee of HK\$240,000 per annum. The Director's emoluments are determined by reference to his qualifications, experience and duties and responsibilities in the Company. Such emoluments are subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed, as at the Latest Practicable Date, (i) Mr. Ko did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information in relation to the re-election of Mr. Ko which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed above, there are no other matters in relation to the re-election of Mr. Ko that need to be brought to the attention of the holders of securities of the Company.

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Buy-back Mandate.

(1) SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 6,078,669,363 Shares. Subject to the passing of the resolution granting the Proposed Buy-back Mandate and on the basis that no further Shares will be issued or bought back before the Annual General Meeting, the Company will be allowed to buy-back a maximum of 607,866,936 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

(2) SOURCE OF FUNDS

Buy-backs must be funded out of fund legally available for the purpose and in accordance with the Articles and the laws of Hong Kong, the jurisdiction in which the Company is incorporated.

(3) REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to buy-back its Shares on the Stock Exchange. Such buy-back may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and, or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

The Directors have no present intention to buy-back any Shares and they would only exercise the power to buy-back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that if the general mandate to buy-back Shares were to be exercised in full at the currently prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited consolidated accounts of the Company for year ended 31 March 2018, being the date to which the latest published accounts of the Company were made up. The Directors do not propose to exercise the general mandate to buy-back Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
July	0.280	0.226
August	0.249	0.200
September	0.208	0.175
October	0.197	0.176
November	0.188	0.171
December	0.187	0.168
2018		
January	0.198	0.171
February	0.186	0.165
March	0.180	0.160
April	0.179	0.166
May	0.188	0.160
June	0.179	0.164
July (up to and including the Latest Practicable Date)	0.175	0.160

(5) GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell any Shares to the Company or its subsidiaries in the event that the Proposed Buy-back Mandate is approved.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Proposed Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Proposed Buy-back Mandate is approved by the Shareholders.

Pursuant to Rule 32 of the Code, if as a result of a buy-back of Shares pursuant to the Proposed Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Code. Accordingly, a Shareholder or a group of Shareholders acting in concert

(within the meaning under the Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Jiang Zhaobai ("Mr. Jiang"), an executive Director and the chairman of the Company, is deemed to be interested in 1,742,300,000 Shares, representing approximately 28.66% of the total number of issued shares of the Company, and was a substantial Shareholder. The interest include: (i) 1,033,300,000 Shares held by Rich Monitor Limited; and (ii) 709,000,000 Shares held by Pengxin Holdings Company Limited, the entire issued share capitals of Rich Monitor Limited and Pengxin Holdings Company Limited are held by Mr. Jiang. By virtue of the SFO, Mr. Jiang is therefore deemed to have an interest in the Shares in which Rich Monitor Limited and Pengxin Holdings Company are interested. In the event that the Directors exercise the Proposed Buy-back Mandate in full and assuming that there is no change in the issued share capital of the Company and the number of Shares held by Mr. Jiang, together with his close associates, remain unchanged, the interests of Mr. Jiang in the issued share capital of the Company would be increased to approximately 31.85%. Accordingly, such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Code. However, the Directors have no present intention to exercise in full the power to buy-back Shares proposed to be granted pursuant to the Proposed Buy-back Mandate.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in 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.

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.



EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE IS HEREBY GIVEN that an annual general meeting of EverChina Int'l Holdings Company Limited (the “**Company**”) will be held at Suites 601–603, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 30 August 2018 (or an adjournment thereof) for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2018;
2. To re-elect directors who offer themselves for re-election and to authorise the board of directors to fix their remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration;
4. To consider and, if thought fit, passing with or without modification, the Ordinary Resolutions as set out below:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which would or might require the exercise of such power(s) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares;
 - (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time;

shall not exceed 20% of the number of issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier 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 to be held by law or by the articles of association of the Company; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

(2) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back the Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs, and subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier 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 to be held by law or by the articles of association of the Company; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** conditional upon the passing of the Resolutions 4(1) and 4(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 pursuant to Resolution 4(1) above be and is hereby extended by the addition to the aggregate number of the issued Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of a number representing the aggregate number of the issued Shares bought back by the Company under the authority granted pursuant to Resolution 4(2) above, provided that such extended number shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of this Resolution.”

By Order of the Board
EverChina Int’l Holdings Company Limited
Lam Cheung Shing, Richard
Executive Director and Chief Executive Officer

Hong Kong, 24 July 2018

Registered office:
Suites 601–603,
6/F., Everbright Centre,
108 Gloucester Road,
Wanchai,
Hong Kong

Notes:

1. A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the annual general meeting (“**AGM**”) may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder.
2. For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 August 2018 to Thursday, 30 August 2018, both dates inclusive, during which period, no transfer of shares of the Company (“**Share(s)**”) will be registered. To be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates must be deposited at the Company’s share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 24 August 2018.
3. Where there are joint registered holders of any Share, any one such persons may vote at the AGM, 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 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM.

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5. If a typhoon is hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the AGM, articles 66 and 68 of the articles of association of the Company shall apply. Pursuant to (i) article 66, if within fifteen minutes from the time appointed for the AGM a quorum is not present, the AGM shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the board of directors of the Company; and (ii) article 68, the chairman of the AGM may, with the consent of the AGM at which a quorum is present, and shall, if so directed by the AGM, adjourn the AGM from time to time and from place to place as the AGM shall determine. Shareholders are reminded to visit the websites of the Company (www.everchina202.com.hk) and Hong Kong Exchange Clearing Limited (www.hkex.com.hk) for announcement(s) in relation to the aforesaid arrangements.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

6. As at the date of this notice, the board of directors of the Company consists of Mr. Jiang Zhaobai, Mr. Lam Cheung Shing, Richard, Mr. Chen Yi, Ethan and Mr. Shen Angang (all being executive directors), and Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Professor Shan Zhemin (all being independent non-executive directors).