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## **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 OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a general meeting (the “**Meeting**”) of EverChina Int'l Holdings Company Limited (the “**Company**”) will be held at Unit 1506, 15/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Friday, 15 March 2024, for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

#### **Ordinary Resolution**

1. “**THAT:**

- (i) (a) the sale and purchase agreement (the “**Disposal Agreement**”, a copy of which has been produced to the Meeting marked ‘A’ and signed by the chairman of the Meeting for the purpose of identification) dated 10 January 2024 entered into between Loyal Rich International Investment Limited (來富國際投資有限公司), a wholly-owned subsidiary of the Company, as vendor and Shanghai Jingyao Ting Hotel Co., Limited\* (上海晶耀庭酒店有限公司) as purchaser in relation to the disposal of the entire interest in the properties located at Nos. 1729 and 1737 Huangxing Road, Yangpu District, Shanghai, the People’s Republic of China comprising a 20-storey hotel and a 2-storey carpark at the consideration of RMB360,000,000; (b) the shareholders’ agreement (the “**Shareholders’ Agreement**”, a copy of which has been produced to the Meeting marked ‘B’ and signed by the chairman of the Meeting for the purpose of identification) dated 28 December 2023 and signed by Tianfu (Shanghai) Hotel Management Company Limited\* (天富(上海)酒店管理有限公司), a wholly-owned subsidiary of the Company, and Shanghai Jingyi Equity Investment Partnership (Limited

Partnership)\* (上海景奕股權投資合夥企業(有限合夥)) in relation to the ownership and operation of Shanghai Jingyao Ting Hotel Co., Limited\* (上海晶耀庭酒店有限公司); and (c) the articles of association (the “**Purchaser’s Articles**”, a copy of which has been produced to the Meeting marked ‘C’ and signed by the chairman of the Meeting for the purpose of identification) of Shanghai Jingyao Ting Hotel Co., Limited\* (上海晶耀庭酒店有限公司) dated 28 December 2023 and signed by Tianfu (Shanghai) Hotel Management Company Limited\* (天富(上海)酒店管理有限公司), a wholly-owned subsidiary of the Company, and Shanghai Jingyi Equity Investment Partnership (Limited Partnership)\* (上海景奕股權投資合夥企業(有限合夥)); and the transactions contemplated under each of the aforesaid documents be and are hereby approved, confirmed and ratified; and

- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Disposal Agreement, the Shareholders’ Agreement and the Purchaser’s Articles and the transactions contemplated thereunder.”

By order of the Board  
**EverChina Int’l Holdings Company Limited**  
**Chen Yi, Ethan**  
*Executive Director and Chief Executive Officer*

Hong Kong, 20 February 2024

*Registered office:*

Unit 1506, 15th Floor  
Capital Centre  
151 Gloucester Road  
Wanchai, Hong Kong

\* *For identification purpose only*

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company (the “**Share**”), any one such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, 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.

3. 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 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. As at the date of this notice, the executive directors of the Company are Mr. Chen Yi, Ethan and Mr. Jiang Xiao Heng Jason; the non-executive director of the Company is Mr. Jiang Zhaobai (chairman); and the independent non-executive directors of the Company are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Ng Ge Bun.