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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 of EverChina Int'l Holdings Company Limited (the “**Company**”) will be held at 15/F, CCB Tower, 3 Connaught Road Central, Hong Kong on Wednesday, 2 September 2015 at 10:30 a.m. (or an adjournment thereof) for the following purposes:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of ordinary shares of the Company (the “**Shares**”) as representing 10% of the Shares in issue as at the date of passing of this resolution, which may fall to be allotted and issued pursuant to the exercise of options which may be granted under the share option scheme of the Company adopted on 12 August 2011 (the “**Share Option Scheme**”) and any other scheme(s) of the Company:

- (a) approval be and is hereby granted for refreshing of the scheme mandate limit under the Share Option Scheme (the “**Refreshed Scheme Mandate Limit**”) provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the Shares in issue as at the date on which this Resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit); and

- (b) the directors of the Company be and are hereby authorised, in their absolute discretion, (a) to grant options to subscribe for Shares within the Refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme and any other scheme(s) of the Company; (b) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme and any other scheme(s) of the Company within the Refreshed Scheme Mandate Limit; and (c) to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 6 August 2015

*Registered office:*

15th Floor  
CCB Tower  
3 Connaught Road Central  
Hong Kong

*Notes:*

1. A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the general meeting (“**GM**”) may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any ordinary share of the Company (“**Share**”), any one such persons may vote at the GM, 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 GM 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 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 GM.
4. As at the date of this notice, the board of directors of the Company consists of Mr. Jiang Zhaobai, Mr. Shen Angang, Mr. Lam Cheung Shing, Richard and Mr. Chen Yi, Ethan (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).