

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)

**REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF 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 a general meeting of the Company to be held at 15/F, CCB Tower, 3 Connaught Road Central, Hong Kong on Wednesday, 2 September 2015 at 10:30 a.m. is enclosed. A form of proxy is also enclosed.

Whether or not you are able to attend the general meeting, 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 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 general meeting or any adjourned meeting should you so wish.

6 August 2015

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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:

“Board”	the board of Directors;
“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;
“Eligible Employees”	any employee (whether full time or part time employee, including any executive directors but not any non-executive director and independent non-executive director) of the Company, its Subsidiaries and any Invested Entity;
“Existing Scheme Mandate Limit”	356,191,936 Shares, being the maximum number of Shares that may be allotted and issued pursuant to the exercise of Options, which was approved by the Shareholders at the annual general meeting of the Company held on 12 August 2011;
“General Meeting”	the general meeting of the Company to be held at 15/F, CCB Tower, 3 Connaught Road Central, Hong Kong on Wednesday, 2 September 2015 at 10:30 a.m., to consider and, if appropriate, to approve the resolution to be proposed at the General Meeting or any adjournment thereof;
“GM Notice”	notice of the General Meeting which is set out on pages 7 to 8 of this circular;
“Group”	the Company and its Subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Invested Entity”	any entity in which the Group holds an equity interest (irrespective of the percentage of such equity interest);
“Latest Practicable Date”	31 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme;

DEFINITIONS

“Participant”	any of the following: <ul style="list-style-type: none">(i) any Eligible Employee;(ii) any non-executive director (including independent non-executive director) of the Company, any of its Subsidiaries or any Invested Entity;(iii) any supplier of goods or services to any member of the Group or any Invested Entity;(iv) any customer of the Group or any Invested Entity; and(v) any consultant, adviser, manager, officer or entity that provides research, development or other technological support to the Group or any Invested Entity;
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme;
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options — which shall mean (i) in aggregate not exceeding 10% of the Shares in issue as at the date of the adoption of the Share Option Scheme; or (ii) if such limit in (i) above is to be refreshed thereafter, not exceeding 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 12 August 2011;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company;
“%”	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. Shen Angang
Mr. Lam Cheung Shing, Richard
Mr. Chen Yi, Ethan

Registered office:

15th Floor
CCB Tower
3 Connaught Road Central
Hong Kong

Independent non-executive Directors:

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

6 August 2015

To the Shareholders,

Dear Sir or Madam,

**REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolution to be proposed at the General Meeting for the approval of the Proposed Refreshment.

PROPOSED REFRESHMENT

The Share Option Scheme was adopted by the Company pursuant to the ordinary resolution of the Shareholders on 12 August 2011. The purpose of the Share Option Scheme is to provide incentives or rewards to the Participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity.

LETTER FROM THE BOARD

Under the Existing Scheme Mandate Limit, the number of Shares which may be issued upon the exercise of all options granted or to be granted under Share Option Scheme or other schemes of the Company is 356,191,936 Shares, representing 10% of the issued share capital of the Company as at 12 August 2011, being the date of passing of the relevant Shareholders' resolution approving the Existing Scheme Mandate Limit. Subject to the prior approval by the Shareholders, the Company may, at any time, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of such Shareholders' approval.

Apart from the Share Option Scheme, the Company has no other subsisting share option scheme. Since the Share Option Scheme was adopted on 12 August 2011, there has been no refreshment of the Scheme Mandate Limit under the Share Option Scheme and no Option has been granted up to the Latest Practicable Date.

Set out below are the particulars regarding the Options since the approval of the Existing Scheme Mandate Limit (unless otherwise specified):

	Number of Shares regarding the Options
Granted:	0
Exercised:	0
Cancelled:	0
Lapsed:	0
Outstanding in respect of the Options granted from the date of approval of the Existing Scheme Mandate Limit:	0
Outstanding (cumulative in respect of Options granted since the adoption of the Share Option Scheme):	0
Unused Existing Scheme Mandate Limit:	356,191,936

The Existing Scheme Mandate Limit was approved by the Shareholders in 12 August 2011, pursuant to which 356,191,936 Shares may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme or other schemes of the Company. Subsequent to the approval of the Existing Scheme Mandate Limit, the issued share capital of the Company has substantially increased. The Company considers that the Proposed Refreshment will provide greater flexibility to the Company in relation to the granting of Options, which shall be in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the total number of Shares in issue was 6,078,669,363 Shares. Subject to the approval of the Proposed Refreshment and assuming no further Shares will be issued or repurchased by the Company prior to the General Meeting, the maximum number of Shares which may be allotted and issued upon the exercise of all Options to be granted pursuant to the Proposed Refreshment will be 607,866,936 Shares.

LETTER FROM THE BOARD

Pursuant to Rule 17.03(3) of the Listing Rules, the Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company shall not exceed 30% of the Shares in issue from time to time. As at the Latest Practicable Date, there was no outstanding Options granted and yet to be exercised under the Share Option Scheme. The Board undertakes that no options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the granting of further Options so as to provide incentives to, and recognise the contributions of, the eligible participants. The Board therefore decided to seek the approval of the Shareholders at the General Meeting by poll to refresh the Scheme Mandate Limit.

The Proposed Refreshment is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the General Meeting to approve the Proposed Refreshment; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

GENERAL MEETING

A notice convening the General Meeting to be held at 15/F, CCB Tower, 3 Connaught Road Central, Hong Kong on Wednesday, 2 September 2015 at 10:30 a.m. is set out on pages 7 to 8 of this circular. As at the Latest Practicable Date, no Shareholder had any material interest in the Proposed Refreshment and accordingly no Shareholder is required to abstain from voting at the General Meeting.

A form of proxy for use by the Shareholders at the General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the 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 General Meeting or any adjourned meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the General Meeting or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposed ordinary resolution for approval of the Proposed Refreshment is 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 such resolution.

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

NOTICE OF GENERAL MEETING



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

NOTICE OF GENERAL MEETING

(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).