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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 “**GM**”) 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, 26 July 2018 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

“**THAT:**

- (i) the sale and purchase agreement dated 13 June 2017 (as supplemented by two extension notices dated 20 December 2017 and 26 March 2018 and such other amendments entered into from time to time) (together, the “**Agreement**”, copies of which have been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between EverChina Int’l Holdings Company Limited (the “**Company**”), as purchaser and Mr. Jiang Zhaobai as vendor in relation to the sale and purchase of the entire issued share capital of Pengxin Agricultural Holdings Company Limited and the shareholder’s loan due and owing by Pengxin Agricultural Holdings Company Limited to Mr. Jiang Zhaobai at the aggregate consideration of US\$46,000,000 (subject to adjustment), and the transactions contemplated thereunder 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 Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 28 June 2018

Registered office:
Suites 601–603, 6th Floor
Everbright Centre
108 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the above 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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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. Jiang Zhaobai, Mr. Shen Angang, Mr. Lam Cheung Shing, Richard and Mr. Chen Yi, Ethan; and the independent non-executive directors of the Company are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Professor Shan Zhemin.