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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Ever Smart International Holdings Limited nor is it a solicitation of any vote or approval in any jurisdiction.*

**Jimu Group Holdings Limited**  
*(Incorporated in the BVI with limited liability)*

  
**EVER SMART INTERNATIONAL HOLDINGS LIMITED**  
永駿國際控股有限公司  
*(Incorporated in the Cayman Islands with limited liability)*  
Stock Code : 8187

## **JOINT ANNOUNCEMENT**

**(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY  
KINGSTON SECURITIES LIMITED  
FOR AND ON BEHALF OF  
JIMU GROUP HOLDINGS LIMITED  
FOR ALL THE ISSUED SHARES IN  
EVER SMART INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
OR AGREED TO BE ACQUIRED  
BY JIMU GROUP HOLDINGS LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT); AND  
(2) RESULTS OF THE OFFER**

**Joint financial advisers to the Offeror**

 **KINGSTON CORPORATE FINANCE**

**VEDA | CAPITAL**  
智略資本

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 8 December 2017, and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Friday, 8 December 2017, being the latest time and date for the acceptance of the Offer as set out in the Composite Document, the Offeror received no valid acceptances.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately after the close of the Offer, the Offeror and parties acting in concert with it were interested in an aggregate of 350,400,000 Shares, representing 73.00% of the entire issued share capital of the Company as at the date of this joint announcement.

## **PUBLIC FLOAT**

Immediately after the close of the Offer, 120,000,000 Shares, representing 25.00% of the entire issued share capital of the Company as at the date of this joint announcement, were held by the public (within the meaning of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules.

Reference is made to (i) the announcements jointly issued by Ever Smart International Holdings Limited (the “**Company**”) and Jimu Group Holdings Limited (the “**Offeror**”) dated 20 October 2017 and 10 November 2017 respectively; and (ii) the composite offer and response document jointly issued by the Company and the Offeror dated 17 November 2017 (the “**Composite Document**”), in relation to, among other matters, the Sale and Purchase Agreement and the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 8 December 2017, and was not revised or extended by the Offeror.

## RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 8 December 2017, being the latest time and date for the acceptance of the Offer as set out in the Composite Document, the Offeror received no valid acceptances.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period on Friday, 29 September 2017, the Offeror and parties acting in concert with it did not own, control or direct any Shares and rights over Shares or any convertible securities, warrants or options in the Company.

Immediately after Completion on 11 October 2017, the Offeror and parties acting in concert with it were interested in a total of 350,400,000 Shares, representing 73.00% of the entire issued share capital of the Company as at the date of Completion.

Immediately after the close of the Offer, the Offeror and parties acting in concert with it were interested in an aggregate of 350,400,000 Shares, representing 73.00% of the entire issued share capital of the Company as at the date of this joint announcement.

Set out below is the shareholding structure of the Company (i) immediately before Completion; (ii) immediately after Completion and before the making of the Offer; and (iii) immediately upon the close of the Offer and as at the date of this joint announcement:

Shareholders	(i) Immediately before Completion		(ii) Immediately after Completion and before the making of the Offer		(iii) Immediately upon the close of the Offer and as at the date of this joint announcement	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Asia Matrix (Note)	360,000,000	75.00	9,600,000	2.00	9,600,000	2.00
The Offeror and parties acting in concert with it	–	–	350,400,000	73.00	350,400,000	73.00
Independent Shareholders	120,000,000	25.00	120,000,000	25.00	120,000,000	25.00
Total	<u>480,000,000</u>	<u>100.00</u>	<u>480,000,000</u>	<u>100.00</u>	<u>480,000,000</u>	<u>100.00</u>

Note: Asia Matrix is a company all the issued shares of which are beneficially held by Mr. Ho, an executive Director.

Save for the Sale Shares, the Offeror and parties acting in concert with it (i) have not acquired or agreed to acquire any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period; and (ii) have not borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

## **PUBLIC FLOAT**

Immediately after the close of the Offer, 120,000,000 Shares, representing 25.00% of the entire issued share capital of the Company as at the date of this joint announcement, were held by the public (within the meaning of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules.

By order of the board of directors  
**Jimu Group Holdings Limited**  
**Tung Sun Tat, Clement**  
*Director*

By order of the Board  
**Ever Smart International Holdings Limited**  
**Ho Kin Wai**  
*Chairman and Executive Director*

Hong Kong, 8 December 2017

*As at the date of this joint announcement, the Company's executive Directors are Mr. Ho Kin Wai and Mr. Ho Kin Pong; and the Company's independent non-executive Directors are Mr. Yuen Poi Lam William, Mr. Lu Tak Ming and Mr. Liu Chun Kit.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, its ultimate beneficial owners and parties acting in concert with any one of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the directors of the Offeror and JIMU) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Tung Sun Tat, Clement, Mr. Xie Qun and Ms. Long Jingjie and the directors of JIMU are Mr. Dong Jun, Ms. Guo Jia, Ms. Peng Xiaomei, Mr. Wei Wei, Mr. Barry Freeman, Mr. Hong Feng and Mr. Man Ho Kee Harry.*

*The directors of the Offeror and all the directors of JIMU jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor, the Covenantor and parties acting in concert with any one of them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*This joint announcement will appear on the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least seven days after the date of publication and on the website of the Company (<http://esmart.hk>).*

*The English text of this joint announcement shall prevail over its Chinese text.*