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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

- (1) RESIGNATION OF DIRECTORS;
(2) APPOINTMENT OF DIRECTORS;
(3) CHANGE OF CHAIRMAN OF THE BOARD;
(4) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES;
(5) CHANGE OF COMPLIANCE OFFICER;
(6) CHANGE OF COMPANY SECRETARY,
AUTHORISED REPRESENTATIVES UNDER THE COMPANIES
ORDINANCE
AND AUTHORISED REPRESENTATIVES UNDER THE GEM LISTING
RULES; AND
(7) PROPOSED CHANGE OF COMPANY NAME**

RESIGNATION OF DIRECTORS

With effect from 11 December 2017:

- (a) Mr. Ho Kin Pong has resigned as an executive Director; and
- (b) each of Mr. Yuen Poi Lam William, Mr. Lu Tak Ming and Mr. Liu Chun Kit has resigned as an independent non-executive Director.

APPOINTMENT OF DIRECTORS

With effect from 11 December 2017:

- (a) each of Mr. Dong Jun, Mr. Peng Shaoxin, Mr. Yan Taotao and Ms. Long Jingjie has been appointed as an executive Director;
- (b) each of Mr. Wen Cyrus Jun-Ming and Mr. Zhang Songyi has been appointed as a non-executive Director; and
- (c) each of Mr. Liu Jiangtao, Mr. Guo Zhongyong, Mr. Peng Chuang and Mr. Hon Ping Cho Terence has been appointed as an independent non-executive Director.

CHANGE OF CHAIRMAN OF THE BOARD

With effect from 11 December 2017, Mr. Ho Kin Wai has ceased to be the Chairman and Mr. Dong Jun has been appointed as the Chairman.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

With effect from 11 December 2017, each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee has been reconstituted such that:

- (a) the Audit Committee comprises Mr. Hon Ping Cho Terence (chairman), Mr. Liu Jiangtao, Mr. Guo Zhongyong and Mr. Peng Chuang;
- (b) the Remuneration Committee comprises Mr. Liu Jiangtao (chairman), Mr. Peng Shaoxin and Mr. Hon Ping Cho Terence;
- (c) the Nomination Committee comprises Mr. Dong Jun (chairman), Mr. Guo Zhongyong and Mr. Peng Chuang; and
- (d) the Risk Management Committee comprises Mr. Yan Taotao (chairman), Mr. Wen Cyrus Jun-Ming and Mr. Zhang Songyi.

CHANGE OF COMPLIANCE OFFICER

With effect from 11 December 2017, Mr. Ho Kin Wai has ceased to be the Compliance Officer and Ms. Long Jingjie has been appointed as such in his place.

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVES UNDER THE COMPANIES ORDINANCE AND AUTHORISED REPRESENTATIVES UNDER THE GEM LISTING RULES

With effect from 11 December 2017:

- (a) Ms. Lee Kit Yu has resigned as the Company Secretary and Ms. Wong Po Ling, Pauline has been appointed as such in her place;
- (b) each of Mr. Ho Kin Wai and Ms. Lee Kit Yu has ceased to be an authorised representative of the Company under the Companies Ordinance and Ms. Wong Po Ling, Pauline has been appointed as such in their places; and
- (c) each of Mr. Ho Kin Wai and Ms. Lee Kit Yu has ceased to be an authorised representative of the Company under the GEM Listing Rules and each of Ms. Long Jingjie and Ms. Wong Po Ling, Pauline has been appointed as such in their places.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to the Shareholders to change the name of the Company from “**Ever Smart International Holdings Limited 永駿國際控股有限公司**” to “**Jimu Group Limited 積木集團有限公司**”. The Proposed Change of Company Name is subject to, among others, the approval of the Shareholders by special resolution at the EGM. A circular containing details regarding, among other matters, the Proposed Change of Company Name together with the notice of the EGM will be despatched to the Shareholders as soon as practicable.

The board (the “**Board**”) of directors (the “**Directors**”) of Ever Smart International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that:

(1) RESIGNATION OF DIRECTORS

With effect from 11 December 2017:

- (a) Mr. Ho Kin Pong (“**Mr. KP Ho**”) has resigned as an executive Director; and
- (b) each of Mr. Yuen Poi Lam William (“**Mr. Yuen**”), Mr. Lu Tak Ming (“**Mr. Lu**”) and Mr. Liu Chun Kit (“**Mr. CK Liu**”) has resigned as an independent non-executive Director.

Each of Mr. KP Ho, Mr. Yuen, Mr. Lu and Mr. CK Liu has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company.

The Board would like to extend its sincere gratitude and appreciation to each of them for their valuable contributions towards the Company during their tenure of office.

(2) APPOINTMENT OF DIRECTORS

With effect from 11 December 2017:

- (a) each of Mr. Dong Jun (“**Mr. Dong**”), Mr. Peng Shaoxin (“**Mr. SX Peng**”), Mr. Yan Taotao (“**Mr. Yan**”) and Ms. Long Jingjie (“**Ms. Long**”) has been appointed as an executive Director;
- (b) each of Mr. Wen Cyrus Jun-Ming (“**Mr. Wen**”) and Mr. Zhang Songyi (“**Mr. Zhang**”) has been appointed as a non-executive Director; and
- (c) each of Mr. Liu Jiangtao (“**Mr. JT Liu**”), Mr. Guo Zhongyong (“**Mr. Guo**”), Mr. Peng Chuang (“**Mr. C Peng**”) and Mr. Hon Ping Cho Terence (“**Mr. Hon**”) has been appointed as an independent non-executive Director.

Biographies of Mr. Dong, Mr. SX Peng, Mr. Yan, Ms. Long, Mr. Wen, Mr. Zhang, Mr. JT Liu, Mr. Guo, Mr. C Peng and Mr. Hon (collectively, the “**New Directors**”) are as follows:

Mr. Dong

Mr. Dong, aged 40, is the founder and the chief executive officer of Pintec Holdings Limited (“**JIMU**”). Mr. Dong has 13 years of financial services and capital market experience. He previously served as a bond trader and fixed income portfolio manager at the New York Branch of Bank Hapoalim. Mr. Dong holds a bachelor degree from Yunnan University, a Master of Business Administration degree from the University of Connecticut, and an Executive Master of Business Administration degree from the China Europe International Business School (CEIBS). He is a Chief Financial Analyst Charterholder and holds Certified Management Accountants and Certified Financial Manager designations. Mr. Dong is a director of Jimu Times Limited (“**JIMUTIMES**”), which owns 85% of the issued share capital of Jimu Group Holdings Limited (“**JIMUGROUP**”), the controlling shareholder of the Company. He is also a director of JIMU, which is the 100% parent company of JIMUTIMES.

Mr. Dong has entered into a service agreement with the Company for a term of three years commencing on 11 December 2017, unless terminated by either party pursuant to the service agreement and subject to the articles (the “**Articles**”) of association of the Company in relation to retirement by rotation and re-election. Under the service agreement, Mr. Dong is not entitled to receive a fixed remuneration from the Company in respect of his appointment as an executive Director but may be entitled to a discretionary management bonus for each financial year of the Company.

As at the date of this announcement, Victory Bridge Capital Partners Limited, whose entire issued share capital is owned by Mr. Dong, owns 23,722,804 ordinary shares in JIMU, which is an associated corporation (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”)) of the Company. Mr. Dong is therefore deemed to be interested in such shares in JIMU under Part XV of the SFO.

Mr. SX Peng

Mr. SX Peng, aged 44, has more than 10 years of experience in commercial banking and micro-credit management. He previously worked for the Chinese Academy of Social Sciences as an official in its Funding the Poor Cooperative project, was a regional manager in Zhong An Credit's IPC micro-lending business unit, and was the sales department head of Sunshine Insurance Group's credit insurance division. Mr. SX Peng, who joined JIMU in 2014, holds a bachelor's degree in Mathematics from the Xiamen University and an MBA from the University of Staffordshire in the United Kingdom. He has the Financial Risk Manager (FRM) certification offered by the Global Association of Risk Professionals (GARP).

Mr. SX Peng has entered into a service agreement with the Company for a term of three years commencing on 11 December 2017, unless terminated by either party pursuant to the service agreement and subject to the Articles in relation to retirement by rotation and re-election. Under the service agreement, Mr. SX Peng is not entitled to receive a fixed remuneration from the Company in respect of his appointment as an executive Director but may be entitled to a discretionary management bonus for each financial year of the Company.

Mr. Yan

Mr. Yan, aged 38, recently joined JIMU group and is currently serving as its Chief Risk Officer. He has close to 15 years of experience at various financial institutions, focusing on Risk Management and Analytics. In 2004, Mr. Yan joined Capital One and was responsible for creating and maintaining various Valuation and Risk models. In 2015, he joined HSBC Asia Pacific Regional team where he led Asia Pacific Risk Strategy Analytics team and was responsible for creating and overseeing the Risk Tier framework, covering HSBC Asia Retail Portfolio. Mr. Yan received his dual bachelor degree in Computer Science and Economics from Cornell University.

Mr. Yan has entered into a service agreement with the Company for a term of three years commencing on 11 December 2017, unless terminated by either party pursuant to the service agreement and subject to the Articles in relation to retirement by rotation and re-election. Under the service agreement, Mr. Yan is not entitled to receive a fixed remuneration from the Company in respect of his appointment as an executive Director but may be entitled to a discretionary management bonus for each financial year of the Company.

Ms. Long

Ms. Long, aged 32, is currently the vice president of strategy at 北京積木時代信息諮詢有限公司 (Beijing Jimu Times Information Consulting Co., Ltd.), a member of the JIMU group. She was previously at The Boston Consulting Group where she worked on various projects advising financial institutions, including banks, credit card centers, private equities and micro-lenders. After joining JIMU in 2014, she has been responsible for strategy, capital market and innovative businesses. Ms. Long holds a Master of Business Administration from Yale University and a bachelor's degree from Beihang University. She is a director of JIMUGROUP.

Ms. Long has entered into a service agreement with the Company for a term of three years commencing on 11 December 2017, unless terminated by either party pursuant to the service agreement and subject to the Articles in relation to retirement by rotation and re-election. Under the service agreement, Ms. Long is not entitled to receive a fixed remuneration from the Company in respect of her appointment as an executive Director but may be entitled to a discretionary management bonus for each financial year of the Company.

Mr. Wen

Mr. Wen, aged 32, is a partner of STI Asset Management Limited and joined the company since 2012. He is responsible for the sourcing, evaluating, structuring, executing, monitoring and divesting of the company's businesses and investments. He is a non-executive director of Fresh Express Delivery Holdings Group Co., Limited (Stock Code: 1175) since 8 December 2016. He was a non-executive director of Sanai Health Industry Group Company Limited (formerly known as Wuyi International Pharmaceutical Company Limited) (Stock Code: 1889) for the period from 15 June 2015 to 3 March 2016. Prior to joining STI Financial Group, he worked at various financial service companies, such as VMS Investment Group, Kazakhstan Hong Kong Development Fund, and Citigroup during the period from August 2008 to November 2012. He has around 10 years of experience in the financial service industry.

Mr. Wen obtained a bachelor of science degree in business administration from Washington University in St. Louis in United States in May 2008. He is a responsible officer of STI Asset Management Limited with license to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

Mr. Wen has entered into a letter of appointment with the Company for an unfixed term commencing on 11 December 2017, unless terminated by either party pursuant to the letter of appointment and subject to the Articles in relation to retirement by rotation and re-election. Mr. Wen is not entitled to receive any remuneration from the Company in respect of his appointment as a non-executive Director.

As at the date of this announcement, Delight Treasure Holdings Limited, whose entire issued share capital is owned by Mr. Wen, beneficially owns 1,908,837 Series C Preferred Shares in JIMU, which is an associated corporation (as defined under Part XV of the SFO) of the Company. Mr. Wen is therefore deemed to be interested in such shares in JIMU under Part XV of the SFO.

Mr. Zhang

Mr. Zhang, aged 62, currently serves in management and board capacities in several companies, including acting as the chairman of Mandra Capital and a director of SINA Corporation and Athenex, Inc., companies listed on the NASDAQ Stock Market. In addition, he is currently an independent non-executive director of each of China Longyuan Power Group Corporation Limited and China Renewable Energy Investment Limited, the shares of which are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Prior to founding Mandra Capital, Mr. Zhang served as a managing director of Morgan Stanley. He obtained a Juris Doctor degree from Yale University in 1985.

Mr. Zhang has entered into a letter of appointment with the Company for an unfixed term commencing on 11 December 2017, unless terminated by either party pursuant to the letter of appointment and subject to the Articles in relation to retirement by rotation and re-election. Mr. Zhang is not entitled to receive any remuneration from the Company in respect of his appointment as a non-executive Director.

As at the date of this announcement, (a) Woo Foong Hong Limited (“**Woo Foong Hong**”) owns 1,908,837 Series C Preferred Shares in JIMU, which is an associated corporation (as defined under Part XV of the SFO) of the Company, and (b) Mandra iBase Limited (“**Mandra**”) owns 1,450,716 Series C Preferred Shares in JIMU. Woo Foong Hong is owned as to 51% by Beansprout Limited, which in turn is owned as to 50% by Mr. Zhang. Mandra is wholly owned by Beansprout Limited. Mr. Zhang is therefore deemed to be interested in such shares in JIMU held by Woo Foong Hong and Mandra under Part XV of the SFO.

Mr. JT Liu

Mr. JT Liu, aged 39, is the chairman and CEO of Hna-Caissa Travel Group, a public company (SZ. 000796).

Mr. JT Liu has entered into a letter of appointment with the Company for an unfixed term commencing on 11 December 2017, unless terminated by either party pursuant to the letter of appointment and subject to the Articles in relation to retirement by rotation and re-election. Mr. Liu is entitled to receive an annual remuneration of HK\$240,000 from the Company in respect of his appointment as an independent non-executive Director, which was determined with reference to the prevailing market conditions, his role and responsibilities with the Company.

Mr. Guo

Mr. Guo, aged 47, is Chief Investment Officer at Asia Capital Reinsurance Group (“**ACR**”) in Singapore. Before joining ACR in 2008, he was with XL Capital Group in New York, where he was responsible for structuring and executing asset-backed transactions and investments, focusing on Asia Pacific-Rim. Prior to that, he was with Swiss Re Group in Zurich, London and Hong Kong. Mr. Guo holds an MBA from Columbia University, New York, and a Master in Economics from Shanghai University of Finance & Economics. He is a CFA Charterholder.

Mr. Guo has entered into a letter of appointment with the Company for an unfixed term commencing on 11 December 2017, unless terminated by either party pursuant to the letter of appointment and subject to the Articles in relation to retirement by rotation and re-election. Mr. Guo is entitled to receive an annual remuneration of HK\$240,000 from the Company in respect of his appointment as an independent non-executive Director, which was determined with reference to the prevailing market conditions, his role and responsibilities with the Company.

Mr. C Peng

Mr. C Peng, aged 32, is currently the managing partner at Beijing Hongtai Tongchuang Investment Management Co., Ltd. He was formerly at the Hillhouse Capital Group, and served as partner for Crystal Stream, a VC arm of Hillhouse Capital. Mr. C Peng holds a Master of Business Administration from Yale University and a bachelor's degree from Peking University.

Mr. C Peng has entered into a letter of appointment with the Company for an unfixed term commencing on 11 December 2017, unless terminated by either party pursuant to the letter of appointment and subject to the Articles in relation to retirement by rotation and re-election. Mr. C Peng is entitled to receive an annual remuneration of HK\$240,000 from the Company in respect of his appointment as an independent non-executive Director, which was determined with reference to the prevailing market conditions and his role and responsibilities with the Company.

Mr. Hon

Mr. Hon, aged 58, is currently chief financial officer and company secretary of DTXS Silk Road Investment Holdings Company Limited (Stock code: 620) (“DTXS”) since 2 June 2016 and 30 November 2016, respectively. He is also an independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (Stock code: 520) since 28 November 2014. Prior to joining DTXS, from 1996 to 2016, Mr. Hon was appointed as chief financial officer/group finance director at Auto Italia Holdings Limited, China Dongxiang (Group) Co., Ltd., Ka Wah Materials (HK) Limited, TOM Group Limited and Ng Fung Hong Limited, all of which are/were listed on the Stock Exchange. Before moving into commercial sector, he worked with KPMG, an international accounting firm. Mr. Hon is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. He obtained a Master's degree in Business Administration (Financial Services) from The Hong Kong Polytechnic University.

Mr. Hon has entered into a letter of appointment with the Company for an unfixed term commencing on 11 December 2017, unless terminated by either party pursuant to the letter of appointment and subject to the Articles in relation to retirement by rotation and re-election. He is entitled to receive an annual remuneration of HK\$240,000 from the Company in respect of his appointment as an independent non-executive Director, which was determined with reference to the prevailing market conditions, his role and responsibilities with the Company.

On 28 October 2005, Techolding Development Limited (the “**Private Company**”), a private limited company incorporated in Hong Kong owned by Mr. Hon and his wife, by then for the sole purpose of holding a property, was struck off the Register (the “**Register**”) of Companies and accordingly dissolved by the Registrar (the “**Companies Registrar**”) of Companies in Hong Kong by way of publishing a notice in the Gazette pursuant to Section 291(6) of the then Companies Ordinance (Chapter 32 of the Laws of Hong Kong) due to non-filing of annual returns to the Companies Registry in Hong Kong. Mr. Hon and his wife were also at that time, and are now, the only directors of the Private Company. Due to oversight, they were not aware of the non-filing until mid-2007. Upon the joint application from them, the High Court of Hong Kong granted an order that the Private Company be restored to the Register.

Save as disclosed above, as at the date of this announcement, none of the New Directors:

- (a) holds any position in the Company or other members of the Group;
- (b) holds any directorship in any public companies the securities of which are listed in Hong Kong or overseas in the last three years;
- (c) is interested in and does not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- (d) is connected and has any relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders (as defined in the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange).

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules and there are no other matters relating to their appointment that need to be brought to the attention of the Shareholders.

The Company would like to take this opportunity to welcome the New Directors for joining the Board.

(3) **CHANGE OF CHAIRMAN OF THE BOARD**

With effect from 11 December 2017, Mr. Ho Kin Wai (“**Mr. KW Ho**”) has ceased to be the chairman of the Board (the “**Chairman**”) and Mr. Dong has been appointed as the Chairman.

(4) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

With effect from 11 December 2017, each of the audit committee (the “**Audit Committee**”) of the Board, the remuneration committee (the “**Remuneration Committee**”) of the Board, the nomination committee (the “**Nomination Committee**”) of the Board and the risk management committee (the “**Risk Management Committee**”) of the Board has been reconstituted as follows:

(a) the Audit Committee

- (i) Mr. Yuen has ceased to be the chairman and a member;
- (ii) each of Mr. Lu and Mr. CK Liu has ceased to be a member;
- (iii) Mr. Hon has been appointed as the chairman and a member; and
- (iv) each of Mr. JT Liu, Mr. Guo and Mr. C Peng has been appointed as a member.

(b) the Remuneration Committee

- (i) Mr. CK Liu has ceased to be the chairman and a member;
- (ii) each of Mr. KW Ho and Mr. Yuen has ceased to be a member;
- (iii) Mr. JT Liu has been appointed as the chairman and a member; and
- (iv) each of Mr. SX Peng and Mr. Hon has been appointed as a member.

(c) the Nomination Committee

- (i) Mr. KW Ho has ceased to be the chairman and a member;
- (ii) each of Mr. Lu and Mr. CK Liu has ceased to be a member;
- (iii) Mr. Dong has been appointed as the chairman and a member; and
- (iv) each of Mr. Guo and Mr. C Peng has been appointed as a member.

(d) the Risk Management Committee

- (i) Mr. KW Ho has ceased to be the chairman and a member;
- (ii) each of Mr. KP Ho and Mr. Yuen has ceased to be a member;
- (iii) Mr. Yan has been appointed as the chairman and a member; and
- (iv) each of Mr. Wen and Mr. Zhang has been appointed as a member.

(5) CHANGE OF COMPLIANCE OFFICER

With effect from 11 December 2017, Mr. KW Ho has ceased to be the compliance officer (the “**Compliance Officer**”) of the Company and Ms. Long has been appointed as such in his place.

(6) CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVES UNDER THE COMPANIES ORDINANCE AND AUTHORISED REPRESENTATIVES UNDER THE GEM LISTING RULES

With effect from 11 December 2017:

- (a) Ms. Lee Kit Yu (“**Ms. Lee**”) has resigned as the company secretary of the Company (the “**Company Secretary**”);
- (b) Ms. Wong Po Ling, Pauline (“**Ms. Wong**”) has been appointed as the Company Secretary;
- (c) each of Mr. KW Ho and Ms. Lee has ceased to be an authorised representative of the Company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) and an authorised representative of the Company under the GEM Listing Rules;
- (d) Ms. Wong has been appointed as an authorised representative of the Company under the Companies Ordinance; and
- (e) each of Ms. Long and Ms. Wong has been appointed as an authorised representative of the Company under the GEM Listing Rules.

Ms. Wong Po Ling, Pauline, aged 39, obtained a bachelor’s degree in accountancy and a master’s degree in corporate governance from The Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. She is also a member of the Institute of Chartered Secretaries and Administrator and the Hong Kong Institute of Chartered Secretaries. Ms. Wong has more than 15 years of experience in financial management, mergers and acquisitions and corporate governance matters.

(7) PROPOSED CHANGE OF COMPANY NAME

The Board proposes to the Shareholders to change the name of the Company from “**Ever Smart International Holdings Limited 永駿國際控股有限公司**” to “**Jimu Group Limited 積木集團有限公司**” (the “**Proposed Change of Company Name**”).

Reasons for the Proposed Change of Company Name

The Board believes that the Proposed Change of Company Name would provide the Company with a new corporate image, and that the new English and Chinese names of the Company will provide the Shareholders and the investing public with a more accurate reflection of the Company’s corporate identity. Accordingly, the Directors are of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at an extraordinary general meeting (the “EGM”) of the Company to be convened and held; and
- (b) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name and the new name being entered in the register of companies by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new name has been registered. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company.

Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company and the securities of the Company will be traded on GEM under the new names. It is expected that, after the Proposed Change of Company Name has become effective, new English and Chinese stock short names will be used accordingly, subject to the confirmation of the Stock Exchange.

EGM

The EGM will be held for the Shareholders to consider and, if thought fit, pass, among other resolutions, the special resolution to approve the Proposed Change of Company Name. A circular containing details regarding, among other matters, the Proposed Change of Company Name together with the notice of the EGM and the related proxy form will be despatched to the Shareholders as soon as practicable. As no Shareholders have a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the special resolution to approve the Proposed Change of Company Name.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the new stock short names of the Company for trading of its shares on GEM and other relevant information as and when appropriate.

By Order of the Board
EVER SMART INTERNATIONAL HOLDINGS LIMITED
Dong Jun
Chairman

Hong Kong, 11 December 2017

As at the date of this announcement, the executive Directors are Mr. Dong Jun (Chairman), Mr. Ho Kin Wai (Chief Executive Officer), Mr. Peng Shaoxin, Mr. Yan Taotao and Ms. Long Jingjie; the non-executive Directors are Mr. Wen Cyrus Jun-Ming and Mr. Zhang Songyi; and the independent non-executive Directors are Mr. Liu Jiangtao, Mr. Guo Zhongyong, Mr. Peng Chuang and Mr. Hon Ping Cho Terence.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at <http://esmart.hk>.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.