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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

**ANNOUNCEMENT PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE,
RULE 17.10 OF THE GEM LISTING RULES AND
INSIDE INFORMATION PROVISIONS UNDER
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE
AND
RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) (“**SFO**”).

Reference is made to the announcement of Ever Smart International Holdings Limited (the “**Company**”) dated 29 September 2017 in respect of trading halt in the shares (each a “**Share**”) of HK\$0.01 each in the issued share capital of the Company on the Stock Exchange pending release of an announcement pursuant to the Takeovers Code and containing certain inside information of the Company.

PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULE 17.10 OF THE GEM LISTING RULES AND THE INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SFO

The board (the “**Board**”) of directors (the “**Directors**”) of the Company noted the recent increase in the price of the shares of the Company.

The Board wishes to inform the shareholders (the “**Shareholders**”) of the Company and potential investors that, as informed by Asia Matrix Investments Limited (“**Asia Matrix**”), a controlling shareholder of the Company, an independent third party (the “**Potential Purchaser**”) has approached Asia Matrix to possibly acquire all or part of its Shares (the “**Potential Transaction**”). Asia Matrix is a limited liability company incorporated in the British Virgin Islands, the issued share capital of which is wholly-owned by Mr. Ho Kin Wai (an executive Director and the chairman of the Company). Asia Matrix holds 360,000,000 Shares, which represent 75% of the existing issued share capital of the Company as at the date of this announcement.

Asia Matrix and the Potential Purchaser have commenced preliminary negotiation. However, Asia Matrix has not received any commitment from or entered into any agreement or understanding (whether formal or informal) with the Potential Purchaser with respect to the Potential Transaction, and the final price of the Potential Transaction has not yet been agreed between Asia Matrix and the Potential Purchaser. The negotiation may or may not lead to an agreement or a transaction.

Shareholders and potential investors should be aware that there is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer. As the Potential Transaction may or may not realise, Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

POSSIBLE GENERAL OFFER

Should the Potential Transaction result in the Potential Purchaser (and parties acting in concert with it) holding in aggregate 30% or more of the issued shares of the Company, the Potential Purchaser (and parties acting in concert with it) would be required to make a general offer to acquire all the issued Shares (other than those acquired or agreed to be acquired by the Potential Purchaser and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code.

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company (as defined in the Takeovers Code) in issue comprise 480,000,000 Shares as at the date of this announcement. The Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares as at the date of this announcement.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 29 September 2017. The respective associates (as defined in the Takeovers Code) (including, among others, persons holding 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and the Potential Purchaser are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

For the avoidance of doubt, the meaning of “Executive” as set out above has the meaning ascribed to it under the Takeovers Code, being the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of such executive director.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares had been halted on the Stock Exchange with effect from 1:00 p.m. on Friday, 29 September 2017 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on Tuesday, 3 October 2017.

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

Hong Kong, 29 September 2017

As at the date of this 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 announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in 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>.