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*Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 20 May 2016 (the “**Prospectus**”) of Ever Smart International Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.*



**EVER SMART INTERNATIONAL HOLDINGS LIMITED**

**永駿國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**LISTING ON THE GROWTH ENTERPRISE MARKET  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF PLACING**

<b>Number of Placing Shares</b>	<b>:</b>	<b>120,000,000 Placing Shares</b>
<b>Placing Price</b>	<b>:</b>	<b>HK\$0.50 per Placing Share</b> <b>(plus brokerage of 1%,</b> <b>SFC transaction levy of 0.0027% and</b> <b>Stock Exchange trading fee of 0.005%,</b> <b>payable in full on application)</b>
<b>Nominal Value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock Code</b>	<b>:</b>	<b>8187</b>

**Sole Bookrunner and Sole Lead Manager**

 **KINGSTON SECURITIES**

**Sole Sponsor**

 **KINGSTON CORPORATE FINANCE**

- The Placing Price is HK\$0.50 per Placing Share (excluding brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%).
- The net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and commission, the SFC transaction levy, the Stock Exchange trading fee and related fees and expenses, are estimated to be approximately HK\$45.0 million. The Directors intend to apply the net proceeds from the Placing in accordance with the purposes set forth in the paragraph headed “Placing Price and use of proceeds” below.
- The 120,000,000 Shares offered by the Company under the Placing have been moderately over-subscribed.
- Pursuant to the Placing, 120,000,000 Shares have been conditionally allocated to a total of 220 selected professional, institutional and other investors.
- A total of 174 placees have been allotted four board lots of Shares or less, representing approximately 79.1% of the total number of placees under the Placing.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries and their respective close associates (as defined in the GEM Listing Rules), and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Placing Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been placed with more than 10.0% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing.
- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25.0% of its total number of issued Shares at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50.0% of the Shares in public hands at the time of the Listing shall be beneficially owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25.0% of the enlarged issued share capital of the Company, and not more than 50.0% of the Shares in public hands at the time of the Listing will be beneficially owned by the three largest public Shareholders.

- No receipt will be issued for any subscription monies paid. The Company will not issue any temporary documents of title.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 30 May 2016. The Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8187.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## PLACING PRICE AND USE OF PROCEEDS

The Placing Price is HK\$0.50 per Placing Share (excluding brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%). The net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and commission, the SFC transaction levy, the Stock Exchange trading fee and related fees and expenses, are estimated to be approximately HK\$45.0 million. The Directors intend to apply the net proceeds from the Placing in accordance with the purposes set forth in the section headed “Future plans and use of proceeds – Use of proceeds” in the Prospectus as follows:

- approximately HK\$10.0 million, representing approximately 22.2% of the net proceeds from the Placing, will be used for broadening the customer base and product offerings of the Group;
- approximately HK\$6.0 million, representing approximately 13.3% of the net proceeds from the Placing, will be used for enhancing the Group’s design, development and production management capabilities;
- approximately HK\$16.0 million, representing approximately 35.6% of the net proceeds from the Placing, will be used for obtaining licences of multiple brands;
- approximately HK\$4.5 million, representing approximately 10.0% of the net proceeds from the Placing, will be used for enhancing the corporate image of the Group;
- approximately HK\$4.2 million, representing approximately 9.3% of the net proceeds from the Placing, will be used for improving the Group’s information technology system; and
- approximately HK\$4.3 million, representing approximately 9.6% of the net proceeds from the Placing, will be used for general working capital and other general corporate uses of the Group.

## LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 120,000,000 Shares offered by the Company under the Placing have been moderately over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 120,000,000 Placing Shares have been conditionally allocated to a total of 220 selected professional, institutional and other investors. A total of 174 placees have been allotted four board lots of Shares or less, representing approximately 79.1% of the total number of placees under the Placing. The distribution of the Placing Shares is set out below:

			<b>Approximate percentage of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing (without taking into account of any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme)</b>
	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	
Top placee	20,000,000	16.67%	4.17%
Top 5 placees	63,305,000	52.75%	13.19%
Top 10 placees	93,105,000	77.59%	19.40%
Top 25 placees	117,565,000	97.97%	24.49%

### Number of Placing Shares allocated

### Number of placees

5,000 to 20,000	174
20,001 to 100,000	20
100,001 to 2,000,000	13
2,000,001 to 10,000,000	11
10,000,001 to 20,000,000	2

<b>Total</b>	<b>220</b>
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The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries and their respective close associates (as defined in the GEM Listing Rules), and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Placing Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder,

substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been placed with more than 10.0% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25.0% of its total number of issued Shares at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50.0% of the Shares in public hands at the time of the Listing shall be beneficially owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25.0% of the enlarged issued share capital of the Company, and not more than 50.0% of the Shares in public hands at the time of the Listing will be beneficially owned by the three largest public Shareholders.

### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, which is expected to be on Monday, 30 May 2016, or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

**No receipt will be issued for any subscription monies paid. The Company will not issue any temporary documents of title.**

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or about Friday, 27 May 2016 for credit to the relevant CCASS Participants' stock accounts designated by the Underwriters, the placees or their respective agents (as the case may be). Prospective investors of the Placing Shares should note that any of the Sole Sponsor and the Sole Bookrunner (for itself and on behalf of the Underwriters) shall have the absolute right to terminate the Underwriting Agreement by notice in writing to the Company with immediate effect at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be on Monday, 30 May 2016, if any of the events set forth under the section headed "Underwriting – Underwriting arrangements and expenses – Grounds for termination" in the Prospectus occur prior to such time. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, the Placing shall lapse. Notice of lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [esmart.hk](http://esmart.hk).

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be on Monday, 30 May 2016.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 30 May 2016.

If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [esmart.hk](http://esmart.hk). The Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8187.

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

Hong Kong, 27 May 2016

*As at the date of this announcement, the executive Directors are Mr. Ho Kin Wai and Mr. Ho Kin Pong, and the independent non-executive Directors are Mr. Yuen Poi Lam William, Mr. Lu Tak Ming and Mr. Lee Tat Yin Rick.*

*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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no matters the omission of which would make any statement in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the GEM's website at [www.hkgem.com](http://www.hkgem.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [esmart.hk](http://esmart.hk).*