
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ever Smart International Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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

**RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Monday, 22 January 2018, at 3:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use by shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company’s website at esmart.hk.

5 January 2018

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 11 December 2017 in respect of, among others, the appointment of Directors and the Proposed Change of Company Name
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Ever Smart International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 January 2018, at 3:00 p.m., the notice of which is set out on pages EGM-1 to EGM-3 of this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 January 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Mr. C Peng”	Mr. Peng Chuang (彭創)
“Mr. Dong”	Mr. Dong Jun (董駿)

DEFINITIONS

“Mr. Guo”	Mr. Guo Zhongyong (郭忠勇)
“Mr. Hon”	Mr. Hon Ping Cho Terence (韓炳祖)
“Mr. Liu”	Mr. Liu Jiangtao (劉江濤)
“Mr. SX Peng”	Mr. Peng Shaoxin (彭少新)
“Mr. Wen”	Mr. Wen Cyrus Jun-Ming (聞俊銘)
“Mr. Yan”	Mr. Yan Taotao (閆陶陶)
“Mr. Zhang”	Mr. Zhang Songyi (張頌義)
“Ms. Long”	Ms. Long Jingjie (龍晶潔)
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Ever Smart International Holdings Limited” to “Jimu Group Limited” and the adoption of the dual foreign name in Chinese of the Company “積木集團有限公司” to replace its existing Chinese name “永駿國際控股有限公司” which had been used for identification purpose only, subject to satisfaction of the conditions more particularly set out in the paragraph headed “Letter from the Board – Conditions of the Proposed Change of Company Name” in this circular
“Re-election of Directors”	the re-election of (a) each of Mr. Dong, Mr. SX Peng, Mr. Yan and Ms. Long as an executive Director; (b) each of Mr. Wen and Mr. Zhang as a non-executive Director; and (c) each of Mr. Liu, Mr. Guo, Mr. C Peng and Mr. Hon as an independent non-executive Director
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

Executive Directors:

Mr. Dong Jun (*Chairman*)
Mr. Ho Kin Wai (*Chief Executive Officer*)
Mr. Peng Shaoxin
Mr. Yan Taotao
Ms. Long Jingjie

Registered Office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Non-executive Directors:

Mr. Wen Cyrus Jun-Ming
Mr. Zhang Songyi

*Head Office and Principal Place of
Business in Hong Kong:*

Suite 2207, 22/F
Prudential Tower
The Gateway
Harbour City
Kowloon
Hong Kong

Independent non-executive Directors:

Mr. Liu Jiangtao
Mr. Guo Zhongyong
Mr. Peng Chuang
Mr. Hon Ping Cho Terence

5 January 2018

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of, among others, the appointment of Directors and the Proposed Change of Company Name.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the EGM for approving, among others, the Re-election of Directors and the Proposed Change of Company Name and to give you notice of the EGM at which ordinary resolutions will be proposed to consider and, if thought fit, to approve the Re-election of Directors and a special resolution will be proposed to consider and, if thought fit, to approve the Proposed Change of Company Name.

RE-ELECTION OF DIRECTORS

Reference is made to the Announcement in relation to, among others, the appointment of:

- (a) each of Mr. Dong, Mr. SX Peng, Mr. Yan and Ms. Long as an executive Director;
- (b) each of Mr. Wen and Mr. Zhang as a non-executive Director; and
- (c) each of Mr. Liu, Mr. Guo, Mr. C Peng and Mr. Hon as an independent non-executive Director,

all with effect from 11 December 2017.

In accordance with Article 112 of the Articles of Association, each of Mr. Dong, Mr. SX Peng, Mr. Yan, Ms. Long, Mr. Wen, Mr. Zhang, Mr. Liu, Mr. Guo, Mr. C Peng and Mr. Hon shall hold office until the EGM, and, being eligible, has offered himself/herself for re-election at the EGM. Ordinary resolutions will be proposed at the EGM to consider and, if thought fit, to approve the re-election of (a) each of Mr. Dong, Mr. SX Peng, Mr. Yan and Ms. Long as an executive Director; (b) each of Mr. Wen and Mr. Zhang as a non-executive Director; and (c) each of Mr. Liu, Mr. Guo, Mr. C Peng and Mr. Hon as an independent non-executive Director.

Details of the above retiring Directors who are subject to re-election at the EGM are set out in the Appendix to this circular in accordance with the relevant requirements of the GEM Listing Rules.

Save as disclosed above and in the Appendix to this circular in relation to the Directors, there are no other matters that needs to be brought to the attention of the Shareholders regarding their re-election.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is also made to the Announcement in relation to, among others, the Proposed Change of Company Name. The Board proposes to the Shareholders to change the English name of the Company from “Ever Smart International Holdings Limited” to “Jimu Group Limited” and to adopt the dual foreign name in Chinese of the Company “積木集團有限公司” to replace its existing Chinese name “永駿國際控股有限公司” which had been used for identification purpose only. A special resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve 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 the EGM; 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 under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

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 name. 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.

Further announcement(s) will be made by the Company after the Proposed Change of Company Name and the new English and Chinese stock short names become effective.

EGM

A notice convening the EGM to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Monday, 22 January 2018, at 3:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. At the EGM, ordinary resolutions will be proposed to approve the re-election of retiring Directors and a special resolution will be proposed to approve the Proposed Change of Company Name.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Announcement will be made by the Company after the EGM on the poll results of the EGM.

A form of proxy for use by Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so desire.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that (i) the Re-election of Directors; and (ii) the Proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and as set out in the EGM Notice.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Ever Smart International Holdings Limited
Dong Jun
Chairman

The following are particulars of the Directors proposed to be re-elected at the EGM:

EXECUTIVE DIRECTORS**Mr. Dong Jun (董駿)**

Mr. Dong, aged 40, is the founder and the chief executive officer of Jimu Holdings Limited (previously known as 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 of Association 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 Latest Practicable Date, Victory Bridge Capital Partners Limited, whose entire issued share capital is owned by Mr. Dong, owned 23,722,804 ordinary shares in JIMU, which is an associated corporation (as defined under Part XV of 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. Peng Shaoxin (彭少新)

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 of Association 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 Taotao (閆陶陶)

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 of Association 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 Jingjie (龍晶潔)

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 of Association 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.

NON-EXECUTIVE DIRECTORS**Mr. Wen Cyrus Jun-Ming (聞俊銘)**

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 of Association 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 Latest Practicable Date, Delight Treasure Holdings Limited, whose entire issued share capital is owned by Mr. Wen, beneficially owned 2,366,957 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 Songyi (張頌義)

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. 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 of Association 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 Latest Practicable Date, (a) Woo Foong Hong Limited (“**Woo Foong Hong**”) owned 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**”) owned 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.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Jiangtao (劉江濤)

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

Mr. 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 of Association 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 Zhongyong (郭忠勇)

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 of Association 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. Peng Chuang (彭創)

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 of Association 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 Ping Cho Terence (韓炳祖)

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 of Association 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 Latest Practicable Date, none of the Directors proposed to be re-elected at the EGM:

- (a) held any position in the Company or other members of the Group;
- (b) held any directorship in any public companies the securities of which are listed in Hong Kong or overseas in the last three years;
- (c) was interested in and did 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) was connected and had any relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules).

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 re-election that need to be brought to the attention of the Shareholders.

NOTICE OF EGM



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of shareholders of Ever Smart International Holdings Limited (the “**Company**”) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 January, 2018, at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. (a) To re-elect Mr. Dong Jun as an executive director of the Company (“**Director**”);

(b) To re-elect Mr. Peng Shaoxin as an executive Director;

(c) To re-elect Mr. Yan Taotao as an executive Director;

(d) To re-elect Ms. Long Jingjie as an executive Director;

(e) To re-elect Mr. Wen Cyrus Jun-Ming as a non-executive Director;

(f) To re-elect Mr. Zhang Songyi as a non-executive Director;

(g) To re-elect Mr. Liu Jiangtao as an independent non-executive Director;

(h) To re-elect Mr. Guo Zhongyong as an independent non-executive Director;

(i) To re-elect Mr. Peng Chuang as an independent non-executive Director; and

(j) To re-elect Mr. Hon Ping Cho Terence as an independent non-executive Director.
2. To authorize the board of directors of the Company to fix the remuneration of the Directors.

NOTICE OF EGM

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Ever Smart International Holdings Limited” to “Jimu Group Limited” and to adopt the dual foreign name in Chinese of the Company “積木集團有限公司” to replace its existing Chinese name “永駿國際控股有限公司” which had been used for identification purpose only (the “**Proposed Change of Company Name**”) and that any one director of the Company be and is hereby authorized to do all such acts, deeds and things and execute (where required, under the common seal of the Company) all such documents as he or she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the board of Directors
Ever Smart International Holdings Limited
Dong Jun
Chairman

Hong Kong, 5 January 2018

Registered Office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Suite 2207, 22/F
Prudential Tower
The Gateway
Harbour City
Kowloon
Hong Kong

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), 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 share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the board of Directors, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services 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.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Details of the retiring directors proposed to be re-elected as directors of the Company at the Meeting are set out in the Appendix to the circular of the Company dated 5 January 2018.

As at the date of hereof, 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.