
THIS DOCUMENT 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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Ever Harvest Group Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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EVER HARVEST GROUP HOLDINGS LIMITED

永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

MAJOR ACQUISITION

ACQUISITION OF PROPERTY

15 September 2017

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DEFINITIONS

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

“Acquisition”	the acquisition of the Property by the Purchaser from the Vendor pursuant to the Provisional Agreement
“Board”	the board of Directors
“Company”	Ever Harvest Group Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition pursuant to the Provisional Agreement and the Formal Sale and Purchase Agreement in relation to the Acquisition to be entered into between the Purchaser and the Vendor
“connected person(s)”	shall have the meaning as ascribed to it under the Listing Rules
“Consideration”	HK\$65,571,000, being the purchase price of the Property
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and, in the case of the Company, means Mr. Lau Yu Leung, Madam Tong Hung Sum, Ever Winning Investment Company Limited and Ever Forever Investment Limited, individually and as a group of persons
“Directors”	the directors of the Company
“Formal Sale and Purchase Agreement”	the formal sale and purchase agreement in relation to the Acquisition entered into between the Vendor and the Purchaser on 22 August 2017
“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
“Hong Kong Underwriters”	the underwriters of the IPO, namely Guotai Junan Securities (Hong Kong) Limited, Convoy Investment Services Limited and Ample Orient Capital Limited
“Independent Third Party(ies)”	third party(ies) independent of, not connected or acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with the Company and any of its connected persons or any of their respective associates (as defined under the Listing Rules)

DEFINITIONS

“IPO”	the global offering of the Shares conducted by the Company in July 2016
“Latest Practicable Date”	12 September 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding for the purpose of this circular, Hong Kong, Macau and Taiwan
“Property”	Unit on 17/F, Excel Centre, No. 483A Castle Peak Road, Kowloon, Hong Kong
“Property Agent”	Jones Lang LaSalle Ltd
“Provisional Agreement”	the provision agreement for sale and purchase of the Property entered into between the Purchaser, the Vendor and the Property Agent on 8 August 2017
“Purchaser”	Greater China Shipping Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	Shareholder(s) of the Company, holder(s) of the ordinary share(s) of HK\$0.01 each of the Company
“Sole Global Coordinator”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation under the SFO to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities as defined in the SFO
“Sole Sponsor”	Guotai Junan Capital Limited, a licensed corporation under the SFO to carry out type 6 (advising on corporate finance) regulated activities as defined in the SFO
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Vendor”	Emcor Company Limited, a property holding company incorporated in Hong Kong with limited liability which is an Independent Third Party
“%”	per cent.

In case of any discrepancy between the Chinese version and the English version of this circular, the English version shall prevail.

LETTER FROM THE BOARD



EVER HARVEST GROUP HOLDINGS LIMITED

永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

Executive Directors:

Mr. Lau Yu Leung (*Chairman*)

Mr. Lau Tak Fung Wallace

Mr. Lau Tak Kee Henry

Non-executive Director:

Madam Tong Hung Sum

Independent Non-Executive Directors:

Mr. Lo Wan Sing Vincent

Mr. Lam Lo

Mr. Lee Ka Lun

Mr. Kam Leung Ming

Registered Office in the Cayman Islands:

Estera Trust (Cayman) Limited

Clifton House

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P.O. Box 1350

Grand Cayman

KY1-1108

Headquarter and Principal Place of

Business in Hong Kong:

28/F, Excel Centre

483A Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

15 September 2017

To the Shareholders

Dear Sir or Madam,

MAJOR ACQUISITION

ACQUISITION OF PROPERTY

INTRODUCTION

Reference is made to the Company's announcement dated 8 August 2017 in relation to the acquisition of the Property. It was announced that the Purchaser, wholly owned subsidiary of the Company, entered into the Provisional Agreement with the Vendor whereby the Purchaser agreed to purchase and the Vendor agreed to sell the Property at the Consideration of HK\$65,571,000.

The Acquisition constitutes a major transaction of the Company under the Listing Rules. The purpose of this circular is to provide you with, among other things, (i) further details of the Acquisition and (ii) the valuation report of the Property.

LETTER FROM THE BOARD

THE AGREEMENTS

The principal terms of the Provisional Agreement and the Formal Sale and Purchase Agreement are as follows:

The Provisional Agreement

Date: 8 August 2017

Parties: (1) Greater China Shipping Limited, as Purchaser
(2) Emcor Company Limited, as Vendor
(3) Jones Lang LaSalle Ltd, as Property Agent

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor, the Property Agent and their respective beneficial owner(s) are Independent Third Parties.

The Formal Sale and Purchase Agreement

The Purchaser and the Vendor entered into the Formal Sale and Purchase Agreement on 22 August 2017. The Formal Sale and Purchase Agreement has incorporated the terms and conditions contained in the Provisional Agreement. The material terms of the Formal Sale and Purchase Agreement have been set out in this circular below.

Assets to be acquired for

The assets to be acquired by the Purchaser from the Vendor are the office located at Unit on 17/F, Excel Centre, No. 483A Castle Peak Road, Kowloon, Hong Kong.

The Property is sold to the Purchaser on an "as is" basis.

A valuation report of the Property has been carried out by RHL Appraisal Limited, which valued the market value of the Property at HK\$65,600,000 as at 31 July 2017. The valuation report of the Property performed by RHL Appraisal Limited is set out in Appendix IV to this circular.

Consideration and payment terms

The Consideration is HK\$65,571,000, payable in cash, which shall be paid by the Purchaser in the following manner:

1. An initial deposit of HK\$3,000,000, representing approximately 4.6% of the Consideration, upon the signing of the Provisional Agreement;
2. A further deposit of HK\$3,557,100, representing approximately 5.4% of the Consideration, upon the signing of the Formal Sale and Purchase Agreement; and

LETTER FROM THE BOARD

3. HK\$59,013,900, representing the balance of the Consideration, on or before the Completion.

As at the Latest Practicable Date, the initial deposit and the further deposit have been settled by the Purchaser in cash.

The Consideration was determined after arm's length negotiations between the parties by reference to the prevailing market conditions, as well as the location of the Property and market price of comparable properties in the same area. It is expected that the Consideration will be financed by a combination of (i) net proceeds from the IPO of approximately HK\$32,200,000 as mentioned in the announcement of the Company dated 19 May 2017, (ii) internal resources of approximately HK\$7,371,000 and (iii) bank mortgage financing of approximately HK\$26,000,000.

The Property is situated at the center of traditional industrial and commercial area of Cheung Sha Wan predominated by various office and industrial buildings and facilitated with restaurant, retail shops and other commercial services. Based on the prevailing market conditions and market information available, it is noted that currently the salable unit rate of selling price of office buildings in the surroundings ranged from around HK\$12,000 to HK\$18,000 per square feet. Based on the valuation report set out in Appendix IV to this circular, the market value of the Property is HK\$65,600,000. Such valuation has been prepared by RHL Appraisal Limited, an independent qualified valuer, using Direct Comparison Approach, which is a methodology based on the principle of substitution where comparison is made based on prices realized on actual sales and/or asking prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value. Please refer to Appendix IV for further details. Based on the above, the Directors (including the independent non-executive Directors) believe that the Consideration for the Acquisition is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Agency fee

On or before the Completion, the Purchaser shall pay a sum of approximately HK\$525,000, which represents 0.8% of the Consideration for the Acquisition, respectively, to the Property Agent for the Acquisition, who is an Independent Third Party, as commission for the services rendered by the Property Agent.

Vacant possession

It is a condition of the Formal Sale and Purchase Agreement that vacant possession of the Property shall be given to the Purchase upon Completion.

Completion

Subject to satisfaction of the conditions to the Provisional Agreement and the Formal Sale and Purchase Agreement, completion of the Acquisition shall take place on or before 31 October 2017.

LETTER FROM THE BOARD

Failure of Completion

If the Purchaser (other than due to the default of the Vendor) fails to complete the Acquisition in accordance with the terms and conditions of the Formal Sale and Purchase Agreement, all deposits paid by the Purchaser shall be absolutely forfeited to the Vendor who may thereupon, by notice given to the Purchaser but without tendering an assignment to the Purchaser, rescind the sale and to claim or recover from the Purchaser such damages which the Vendor may sustain arising from the breach of the Purchaser.

If the Vendor (other than due to the default of the Purchaser) fails to complete in accordance with the terms and conditions of the Formal Sale and Purchase Agreement, all deposits paid shall forthwith be returned to the Purchaser but without prejudice to the right of the Purchaser to recover from the Vendor such damages which the Purchaser may sustain by reason of the failure on the part of the Vendor to complete and it shall not be necessary for the Purchaser to tender an assignment to the Vendor.

The Vendor or the Purchaser is not prevented from bringing an action and obtaining a decree for specific performance either in lieu of or in addition to the aforesaid damages or to preclude or to be deemed to preclude either party from taking other steps or remedies to enforce its rights.

INFORMATION OF THE GROUP

The Group is principally engaged in rendering of sea freight transportation and freight forwarding services in Hong Kong and in the PRC.

INFORMATION OF THE VENDOR

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is a property holding company incorporated in Hong Kong with limited liability.

FINANCIAL EFFECTS OF THE ACQUISITION

Based on the unaudited pro forma statement of assets and liabilities of the Group as set out in Appendix III to this circular, it is expected that upon completion of the Acquisition, there will be (a) an increase in total assets of approximately HK\$26,000,000, comprising an increase in property, plant and equipment of approximately HK\$71,692,000 (being the total of Consideration of HK\$65,571,000 together with other directly attributable costs of Acquisition of approximately HK\$6,121,000, comprising stamp duty of approximately HK\$5,573,000, legal fee of approximately HK\$23,000 and agency commission of approximately HK\$525,000), and netted-off by a decrease in bank balances and cash of HK\$45,692,000; and (b) an increase in total liabilities, being the mortgage loan of approximately HK\$26,000,000. Save as other transaction costs of approximately HK\$220,000, primarily representing the professional fees in connection with the Acquisition, there would not be any significant immediate effect on the earnings of the Group.

LETTER FROM THE BOARD

REASONS FOR THE ACQUISITION

The existing headquarter of the Group in Hong Kong is rented under an operating lease which will expire in December 2018. The Acquisition will provide a self-owned office to the Group that (i) provides more spacious area to cater for the Group's future development; (ii) provides capital appreciation potential; (iii) reduces the Group's exposure to future rental expenditure increment; and (iv) ensures the continuity of its operation.

At the time of the IPO, the Directors originally considered the Group has no urgent need to acquire an office premise for headquarter since the existing operating lease will only expire in December 2018. Thus, at the time of the IPO, the Group planned to use 40% of net proceeds for development of container depot in Pingtan Free Trade Zone (the "Pingtan"), a region envisaged that there would be series of encouraging government policy and tax benefits thereby attracting the establishment of various industrial enterprises. However, since the second half of 2016 after the IPO, cross-strait trade faced challenges and the related businesses including shipping industry of the respective regions like Pingtan slowed down. Since the second half of 2016, the Group observed that (i) some of the industry players delayed their investment in Pingtan; (ii) the bankruptcy of an international container line company; and (iii) keen price competition of regional shipping carriers to be adverse factors to the industry. Given the instability observed the Group considered that it should put its investment plan in Pingtan on hold in order to safeguard Shareholders' interest in the Company. Thus the Group considered that the investment in Pingtan would not be materialised within the coming approximately two years. Given the uncertainties of the timing for utilisation of the investment sum, the Group has been considering whether there is better alternative for the use of net proceeds, which is more in line with the current business needs of the Company and is beneficial to the long term development of the Group's business. Should the investment plan in Pingtan materialise in the future, it would be financed by (i) internal resources and (ii) bank financing to the extent where available.

After considering the benefits of the Acquisition stated above, the Directors decide that the Group should change the use of proceeds in a way to enhance the utilisation efficiency of the Company's fund so as to support the Group's operation. Also, for better time management, the Directors consider it is the appropriate timing to plan ahead for the new headquarter and make it ready for use on time. In considering the anticipated timeline for acquiring the new headquarter, the Board has made the following assumptions:

- approximately two to three months for completion agreement to be signed and completion to take place;
- subject to the terms of completion (whether it is delivered in vacant possession or with an existing tenancy), vacant possession of the property may take a longer time for another three to six months; and
- approximately three months for renovation of new headquarter.

After enquiring some property agencies and referring to recent newspaper articles regarding sale of land by public tender in Cheung Sha Wan to understand the trend of property market prices, the Directors consider acquiring the Property has capital appreciation potential because there are (i) shortage of office premises in Hong Kong, (ii) increasing rental values of office premises, and (iii) limited new supply of office premises nearby.

LETTER FROM THE BOARD

Taking into account the above factors, the Directors consider that the terms of the Acquisition are on normal commercial terms and are fair and reasonable, and the Acquisition is in the interests of the Shareholders and the Company as a whole.

None of the Directors has any material interest in the Provisional Agreement and the Acquisition and therefore, none of them has abstained from voting on the Board resolution(s) which approved the Provisional Agreement and the Acquisition.

IMPLICATION UNDER THE LISTING RULES

As one or more of the relevant percentage ratios (as defined under the Listing Rules) in respect of the Acquisition exceeds 25% but is less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has a material interest in the Acquisition. As such, no Shareholder would be required to abstain from voting if a general meeting were convened to approve the Provisional Agreement and the Acquisition. Pursuant to Rule 14.44 of the Listing Rules, a written shareholders' approval may be accepted in lieu of holding a general meeting. Ever Winning Investment Company Limited ("Ever Winning Investment"), being the controlling shareholder of the Company holding 892,500,000 Shares, representing approximately 63.75% of the total number of issued shares of the Company as at the date of this circular, and Ever Winning Investment controlled or was entitled to exercise control over the voting rights in respect of these Shares has given a written approval to the Provisional Agreement and the Acquisition. Accordingly, no general meeting of the Company will be convened for the purpose of approving the Provisional Agreement and the Acquisition.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the Acquisition is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. As explained above, no general meeting of the Company will be convened for the purpose of approving the Acquisition. However, the Directors would also recommend the Shareholders to approve the Acquisition if a general meeting were convened.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Ever Harvest Group Holdings Limited
Lau Yu Leung
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of three years ended 31 December 2016 and six months ended 30 June 2017 is disclosed on (i) pages I-3 to I-50 of the prospectus of the Company published on 23 June 2016 (<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0623/LTN20160623005.pdf>); (ii) pages 70 to 135 of the annual report of the Company for the year ended 31 December 2016 published on 6 April 2017 (<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0406/LTN20170406591.pdf>); and (iii) pages 1 to 13 of the interim results announcement of the Company for the six months ended 30 June 2017 (<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0829/LTN20170829551.pdf>).

2. INDEBTEDNESS AND CONTINGENT LIABILITIES**Indebtedness**

At the close of business on 31 July 2017, the Group had outstanding borrowings of approximately HK\$21,715,000 comprising:

- (a) secured bank loans of approximately HK\$19,542,000 guaranteed by the Company; and
- (b) secured obligations under finance leases of approximately HK\$2,173,000 with no guarantee.

At the close of business on 31 July 2017, the Group had the following charges over assets:

- (a) utilisation of banking facilities for issuing bank guarantees of approximately HK\$646,000 which were guaranteed by pledged bank deposits of approximately HK\$793,000;
- (b) obligations under finance leases secured by the lessors' charge over the leased assets of approximately HK\$4,791,000; and
- (c) amount of approximately HK\$19,542,000 included in the trade receivables were in connection with invoice discounting bank loan arrangements.

Contingent liabilities

At the close of business on 31 July 2017, the Group had neither any guarantee nor any other contingent liabilities in existence.

Save as aforesaid or as otherwise mentioned herein and apart from intra-group liabilities and normal accounts payable and bills payable in the ordinary course of business, the Group did not have any outstanding mortgages, charges, guarantee and other contingent liabilities, debentures, loan capital and debt securities (issued and outstanding or agreed to issue), bank loans and overdrafts or other similar indebtedness, finance leases or hire purchase commitment, liabilities under acceptances (other than normal trade bills) or acceptance credits as at the close of business on 31 July 2017.

The Directors are not aware of any material changes in the indebtedness and contingent liabilities of the Group since 31 July 2017 (being the date to which the indebtedness statement is made) and up to the Latest Practicable Date.

3. WORKING CAPITAL

After due and careful consideration, the Directors are of the opinion that upon completion of the Acquisition and taking into account the Group's internal resources as well as the present available banking facilities and in the absence of unforeseen circumstances, the Group has sufficient working capital for its present requirements for the next twelve months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

References are made to the profit warning announcement dated 25 July 2017 and the interim results announcement for the six months ended 30 June 2017 dated 29 August 2017 which stated that the Group's operating profit for the six months ended 30 June 2017 is expected to decrease substantially by approximately over 90% as compared to the same period in 2016, which was mainly attributable to (i) the decrease in government grants and (ii) the narrow down of gross profit margin as a result of keener competition and the Group maintaining lower freight rates, and increased international fuel price since the second half of 2016. Save as disclosed above, the Directors are not aware of any material adverse changes in the financial or trading position of the Group since 31 December 2016, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As at 31 December 2016, the Group had a total shareholders' equity of approximately HK\$118,715,000. The gearing ratio of the Group, as measured by total interest-bearing borrowings over the total shareholders' equity, was approximately 15.9% as at 31 December 2016. The unutilised bank facilities and cash and bank balances of the Group as at 30 June 2017 amounted to approximately HK\$10,408,000 and HK\$124,863,000 respectively. The Directors expect that the Group will maintain sufficient funding both from banks and internal resources to support its business operation and expansion. After the completion of the Acquisition, the Directors expect that the Group will maintain sufficient working capital and gearing ratio of the Group will remain at a low level.

During the year ended 31 December 2016, impacted by the tough environment in waterborne trade industry, the Group's feeder shipping services and carrier owned container services recorded a decrease in shipment volume of approximately 2.7% and a decrease in gross profit of approximately 13.3%. Yet, the Group thrived to uphold gross profit margin in the reasonable level. This was resulted from prompt response to market condition by switching resources to emerging ports in our existing network and effective cost control measures. Volatility to China's economic growth, fluctuation of international fuel price, and keen price competition continue to bring uncertainties to the Group. The Directors expect that the Group will be resilient to overcome challenges ahead.

The Acquisition will provide a permanent headquarter to the Group and benefits as mentioned in the paragraph headed "Reasons for the Acquisition" in the letter from the Board in this circular.

PROFIT AND LOSS STATEMENT OF THE PROPERTY

In accordance with Rule 14.67(6)(b)(i) of the Listing Rules, the Company is required to include in this circular a profit and loss statement of the Property for each of the three years ended 31 December 2014, 2015 and 2016 and the six months ended 30 June 2017 (the “**Relevant Financial Periods**”) on the identifiable net income stream in relation to such asset which must be reviewed by the reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records.

The Property is currently vacant. During the Relevant Financial Periods, there were two tenancy agreements with commencement dates on 4 June 2012 and 4 June 2015 respectively. Pursuant to the first tenancy agreement, which has a fixed term of three years with commencement date on 4 June 2012 and a rent-free period from 4 June 2012 to 3 August 2012, the monthly rentals exclusive of management fee are HK\$85,000; and pursuant to the second tenancy agreement, which has a fixed term of two years with commencement date on 4 June 2015 without rent-free period, the monthly rentals exclusive of management fee are HK\$119,220. In addition, the tenant under both tenancy agreements is responsible for paying to the Vendor the direct outgoings, including Government rent and rates and management fee (included in the rental income) with the latest quarterly charge being HK\$32,600 and management fee with the latest monthly charge being HK\$23,930.

The profit and loss statement of the Property for the Relevant Financial Periods based on the information provided by the Vendor is set out below:

	Year ended 31 December			Six months ended
	2014	2015	2016	30 June
	HK\$'000	HK\$'000	HK\$'000	2017
				HK\$'000
Rental income	1,353	1,620	1,844	782
Less: Property operating expenses (Note)	(390)	(388)	(414)	(209)
Profit before bank interest and taxation	963	1,232	1,430	573

Note: Property operating expenses represented management fee and government rent and rates.

The financial information of the Property set out above is prepared using accounting policies which are materially consistent with those of the Group.

Mazars CPA Limited (“**Mazars**”), the reporting accountants engaged by the Company, has performed procedures in respect of the compilation of the profit and loss statement of the Property for the Relevant Financial Periods in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). Mazars has agreed the amounts in the profit and loss statement of the Property set out above to the corresponding amounts appearing on schedules prepared by the Company; checked the arithmetical accuracy of the calculations in the schedules; and agreed the amounts in the schedules to the relevant accounting documents and records of the Property.

The above procedures do not constitute an assurance engagement performed in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements, Hong Kong Standards on Assurance Engagements, or Hong Kong Standards on Investment Circular Reporting Engagements issued by the HKICPA. As such, Mazars does not express any assurance on the profit and loss statement of the Property.

Had Mazars performed additional procedures or had Mazars performed an assurance engagement on the profit and loss statement of the Property in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements, Hong Kong Standards on Assurance Engagements, or Hong Kong Standards on Investment Circular Reporting Engagements issued by the HKICPA, other matters might have come to Mazars’ attention that would have been reported to the Company.

VALUATION OF THE PROPERTY

No valuation of the Property for the Relevant Financial Periods has been disclosed herein as the Directors were unable to obtain any valuation reports from the Vendor.

**A. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

MAZARS CPA LIMITED
瑪澤會計師事務所有限公司
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Website 網址: www.mazars.hk

15 September 2017

The Directors
Ever Harvest Group Holdings Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Ever Harvest Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) prepared by the directors of the Company (the “Directors”). The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities at 30 June 2017 and related notes as set out on Appendix III to the circular in connection with the proposed acquisition of a property (the “Acquisition”) dated 15 September 2017 (the “Circular”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on Appendix III to the Circular.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Acquisition on the Group’s consolidated financial position at 30 June 2017 as if the Acquisition had taken place on 30 June 2017. As part of this process, information about the Group’s unaudited consolidated financial position at 30 June 2017 has been extracted by the Directors from the Group’s unaudited condensed consolidated financial statements for the six months ended 30 June 2017, as included in the Group’s 2017 interim results announcement dated 29 August 2017 (“2017 Interim Results Announcement”).

Directors’ responsibility for the unaudited pro forma financial information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Reporting accountants’ independence and quality control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

We apply Hong Kong Standard on Quality Control 1 “Quality Control for Firms That Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements” issued by the HKICPA and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants’ responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in a circular is solely to illustrate the impact of a significant event or transaction on the unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions at 30 June 2017 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants’ judgement, having regard to the reporting accountants’ understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

Mazars CPA Limited
Certified Public Accountants
Hong Kong

B. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP**1. INTRODUCTION**

The following is a summary of illustrative unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities at 30 June 2017 in connection with the proposed acquisition of a property (the “Acquisition”). The unaudited pro forma financial information presented below is prepared to illustrate the financial position of the Group immediately after completion of the Acquisition as at 30 June 2017 as if the Acquisition had been completed on 30 June 2017.

The unaudited pro forma financial information is prepared based on the unaudited consolidated statement of financial position of the Group at 30 June 2017 as extracted from the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2017 included in the Group’s 2017 Interim Results Announcement.

The unaudited pro forma financial information is presented after making pro forma adjustments that are directly attributable to the Acquisition and not relating to future events or decisions, factually supportable and clearly identified as to those adjustments which are expected to have/have no continuing effect on the Group.

The unaudited pro forma financial information has been prepared by the Directors in accordance with paragraph 4.29(1) of the Listing Rules, for the purposes of illustrating the effect of the Acquisition is based on a number of assumptions, estimates and uncertainties. As a result of these assumptions, estimates and uncertainties, it may not give a true picture of the financial position, financial performance and cash flows of the Group had the Acquisition been completed as of 30 June 2017, where applicable, or any future date.

The unaudited pro forma financial information should be read in conjunction with the historical financial information of the Group as set out in the 2017 Interim Results Announcement of the Group and other financial information included elsewhere in the Circular.

2. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES OF THE GROUP

The unaudited pro forma consolidated statement of assets and liabilities of the Group as at 30 June 2017 has been prepared based on the unaudited consolidated statement of financial position of the Group as at 30 June 2017, which have been extracted from the 2017 Interim Results Announcement of the Group, after making pro forma adjustments relating to the Acquisition that are directly attributable to the transaction and factually supportable.

	The Group at 30 June 2017 (Before Acquisition) HK\$'000 (Note 1)	Pro forma adjustments HK\$'000 (Note 2)	The Group at 30 June 2017 (After Acquisition) HK\$'000
Non-current assets			
Property, plant and equipment	21,074	71,692	92,766
Current assets			
Available-for-sale financial assets	5,550	–	5,550
Trade and other receivables	61,257	–	61,257
Pledged bank deposits	790	–	790
Income tax recoverable	1,544	–	1,544
Bank balances and cash	124,863	(45,692)	79,171
	194,004	(45,692)	148,312
Current liabilities			
Trade and other payables	64,119	–	64,119
Current portion of obligations under finance leases	1,436	–	1,436
Income tax payable	5,641	–	5,641
Current portion of interest-bearing borrowings	19,592	1,300	20,892
	90,788	1,300	92,088
Net current assets	103,216	(46,992)	56,224
Total assets less current liabilities	124,290	24,700	148,990
Non-current liabilities			
Deferred tax liabilities	2,706	–	2,706
Non-current portion of obligations under finance leases	929	–	929
Non-current portion of interest-bearing borrowings	–	24,700	24,700
	3,635	24,700	28,335
Net assets	120,655	–	120,655

3. NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

1. The balances have been extracted, without adjustments, from the unaudited consolidated financial statements of the Group for the six months ended 30 June 2017 included in the 2017 Interim Results Announcement of the Group.
2. The adjustment is to reflect the Acquisition at a purchase price of approximately HK\$65,571,000 together with other directly attributable costs of Acquisition of approximately HK\$6,121,000, comprising stamp duty of approximately HK\$5,573,000, legal fee of approximately HK\$23,000 and agency commission of approximately HK\$525,000. The Property is classified as property, plant and equipment as the Directors intend to hold the Property as self-owned office to the Group. In respect of the valuation of the Property carried out by an independent valuer, as set out in the Appendix IV to this Circular, the Property is valued at HK\$65,600,000 as of 31 July 2017, which approximates the amount adopted in this pro forma adjustment. The property, plant and equipment is initially measured at cost (inclusive of transaction costs) and subsequently stated at cost less accumulated depreciation and accumulated impairment losses. The subsequent decrease in the carrying amount of the property, plant and equipment has not been reflected here for the purposes of this unaudited pro forma financial information.
3. Other transaction costs of approximately HK\$220,000, primarily representing the professional fees in connection with the Acquisition, have not been reflected here for the purposes of this unaudited pro forma financial information.

The following is the text of a letter and valuation certificates, prepared for the purpose of incorporation in this circular received from RHL Appraisal Limited., an independent valuer, in connection with its valuation as at 31 July 2017 of the Property.



永利行評值顧問有限公司
RHL Appraisal Limited
Corporate Valuation & Advisory

T +852 2730 6212
F +852 2736 9284

**Room 1010, 10/F, Star House,
Tsimshatsui, Hong Kong**

15 September 2017

The Board of Directors
Ever Harvest Group Holdings Limited
28/F, Excel Centre,
483A Castle Peak Road,
Cheung Sha Wan,
Kowloon, Hong Kong

Dear Sirs/Madam,

INSTRUCTIONS

We refer to the instruction from Ever Harvest Group Holdings Limited (the “Company”) for us to value the property interests (“the Property”) to be acquired by the Company located in Hong Kong. We confirm that we have carried out property inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the such property interest as at 31 July 2017 (the “Valuation Date”).

This letter which forms part of our valuation report explains the basis and methodologies of valuation, clarifying assumptions, valuation considerations, title investigations and limiting conditions of this valuation.

BASIS OF VALUATION

The valuation is our opinion of the market value (“Market Value”) which we would define as intended to mean the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably prudently and without compulsion.

Market Value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase and without offset for any associated taxes or potential taxes.

The market value is the best price reasonably obtainable in the market by the seller and the most advantageous price reasonably obtainable in the market by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, joint ventures, management agreements, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

VALUATION METHODOLOGY

We have valued the property interests by using the Direct Comparison Approach, which is based on the principle of substitution, where comparison is made based on prices realized on actual sales and/or asking prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value.

VALUATION CONSIDERATIONS

In valuing the property interest, we have complied with all the requirements contained in Chapter 5 to the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards 2012 Edition.

VALUATION ASSUMPTION

In our valuation, unless otherwise stated, we have assumed that:

- i. all necessary statutory approvals for the Property or the subject building of which the Property forms part of their use have been obtained;
- ii. transferable land use rights in respect of the Property for specific terms at nominal annual land use fees have been granted and that any premium payable has already been fully paid;
- iii. the owner of the Property has enforceable titles to the Property and have free and uninterrupted rights to use, occupy or assign the Property for the whole of the respective unexpired terms as granted;
- iv. no deleterious or hazardous materials or techniques have been used in the construction of the Property;

- v. the Property is not subject to any unusual or especially onerous restrictions, encumbrances or outgoings and that good title can be shown;
- vi. the Property is connected to main services and sewers which are available on normal terms; and
- vii. the cost or repairs and maintenance to the buildings of which the Property is shared among all owners of the building, and that there are no onerous liabilities outstanding.

TITLE INVESTIGATION

We have carried out searches at the Land Registry for the property in Hong Kong.

LIMITING CONDITIONS

We have conducted on-site inspections to the Property in July 2017 by our Ms. Amber Mao (MSc (Hons) in Construction and Real Estate) but no structural survey has been made. No inspection has been conducted to parts of the structures which are covered, unexposed or inaccessible. Therefore we are unable to report that the Property is free from rot, infestation or any other structural defects. Further, no test has been carried out on any of the services.

None of the services have been tested by us and we are, therefore, unable to report on their present conditions. We have no duty to verify that no deleterious or hazardous materials or techniques have been used in the construction of or making addition or alteration to the Property. We have assumed that utility services, such as electricity, telephone, water, etc., are available and free from defect.

We have not carried out detailed on-site measurements to verify the correctness of the areas in respect of the Property but have assumed that the areas shown on the documents and/or official plans are correct. All documents have been used as reference only and all dimensions, measurements and areas are approximations.

We have relied to a considerable extent on information provided by the Company and have accepted advice given to us on such matters, in particular, but not limited to statutory notices, easements, tenure, floor areas, particulars of occupancy and all other relevant matters in the identification of the Property.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We have also been advised by the Company that no material fact has been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

We do not accept a liability for any interpretation which we have placed on such information which is more properly the sphere of the legal advisers of instructing party. Neither have we verified the correctness of any information supplied to us concerning the Property.

No allowance has been made in our report for any charges, mortgages or amounts owing on the property interest valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interest is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

REMARKS

We have valued the property interests in Hong Kong Dollars (HKD).

We enclose herewith the valuation certificate.

Yours faithfully,
For and on behalf of
RHL Appraisal Ltd.

Serena S. W. Lau
FHKIS, AAPI, MRICS, RPS(GP), MBA(HKU)
Managing Director

Jessie X. Chen
MRICS, MSc (Real Estate), BEcon
Associate Director

Ms. Serena S. W. Lau is a Registered Professional Surveyor (GP) with over 20 years' experience in valuation of properties in HKSAR, Macau SAR, mainland China and the Asia Pacific Region. Ms. Lau is a Professional Member of The Royal Institution of Chartered Surveyors, an Associate of Australian Property Institute, a Fellow of The Hong Kong Institute of Surveyors as well as a registered real estate appraiser in the PRC.

Ms. Jessie X. Chen is a Registered Professional Surveyor (GP) with over 7 years' experience in valuation of properties in HKSAR, Macau SAR, mainland China and the Asia Pacific Region. Ms. Chen is a Professional Member of The Royal Institution of Chartered Surveyors.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market Value as at 31 July 2017 HKD
Office unit on the 17th floor, Excel Centre, No.483 Castle Peak Road, Kowloon	<p>The property comprises the whole floor of office unit on 17th of a 35-storey commercial building of reinforced concrete construction. The building was completed in about 2010.</p> <p>According to the developer's sales brochure, the saleable area of the property is approximately 388.06 sq.m. (4,177 sq.ft.).</p> <p>The property is held under Conditions of Exchange No. UB12505 for a lease term of 50 years from 6 November 1997 at a total annual Government Rent of 3% of the ratable value for the time being of the Land.</p>	The property is currently vacant and as advised by the Company, the property is to be held for owner occupation.	HKD65,600,000 (HONG KONG DOLLARS SIXTY FIVE MILLION SIX HUNDRED THOUSAND Only)

Notes:

- The registered owner of the property is Emcor Company Limited, which acquired the property for the consideration of HKD38,746,500 vide memorial no.13031800260020 dated 19 February 2013.
- According to our recent Land Registry search, the following encumbrances were registered against the property:
 - Occupation Permit No. KN28/2010(OP) vide memorial no.11042802830495 dated 29 December 2010;
 - Certificate of Compliance vide memorial no.11042802830508 dated 13 April 2011 (Remarks: From District Lands Office, Kowloon West Lands Department);
 - Deed of Mutual Covenant vide memorial no.11070502410026 dated 17 June 2011; and
 - Mortgage to secure all moneys in respect of general banking facilities and in favour of Hang Seng Bank Limited vide memorial no.13031800260037 dated 19 February 2013.
- The annual amount of ratable value of the property during year of assessment of 2017-2018 is HKD1,680,000, and the prevailing total annual Government Rent is HKD50,400.
- The property falls within zone "Other Specified Uses" under Kowloon Planning Area No.5 Approved Cheung Sha Wan Outline Zoning Plan No.S/K5/37 dated December 2016.
- The Property is situated at the central of traditional industrial & commercial area of Cheung Sha Wan predominated by various office and industrial buildings and facilitated with restaurant, retail shops and other commercial services. Currently the salable unit rate of selling price of office buildings in surroundings ranged from around HKD12,000-18,000/sq.ft..

1. RESPONSIBILITY STATEMENT

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 document 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 document misleading.

2. DISCLOSURE OF INTERESTS

Interests and short positions of Directors in Shares, underlying Shares or debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and Stock Exchange pursuant to the Model Code set out in Appendix 10 to the Listing Rules were as follows:

The Company

Name of Directors	Capacity/Nature of interest	Number and class of securities ⁽¹⁾	Approximate percentage of interest in the Company
Mr. Lau Yu Leung ⁽²⁾	Interest of controlled corporation ⁽³⁾ and interest of spouse ⁽⁴⁾	945,000,000 Shares (L)	67.50%
Madam Tong Hung Sum ⁽²⁾	Interest of controlled corporation ⁽⁵⁾ and interest of spouse ⁽⁶⁾	945,000,000 Shares (L)	67.50%
Mr. Lau Tak Fung Wallace	Interest of controlled corporation ⁽⁷⁾	52,500,000 Shares (L)	3.75%
Mr. Lau Tak Kee Henry	Interest of controlled corporation ⁽⁸⁾	52,500,000 Shares (L)	3.75%

Notes:

1. The letter “L” denotes a person’s long position (as defined under Part XV of the SFO) in the Shares.
2. Mr. Lau Yu Leung is the spouse of Madam Tong Hung Sum.
3. 892,500,000 Shares are registered in the name of Ever Winning Investment, which is owned as to 100% by Mr. Lau Yu Leung.
4. 52,500,000 Shares are registered in the name of Ever Forever Investment Company Limited, which is owned as to 100% by Madam Tong Hung Sum, the spouse of Mr. Lau Yu Leung. Mr. Lau Yu Leung is deemed to be interested in Madam Tong Hung Sum’s interest in the Company by virtue of the SFO.
5. 52,500,000 Shares are registered in the name of Ever Forever Investment Company Limited, which is owned as to 100% by Madam Tong Hung Sum.
6. 892,500,000 Shares are registered in the name of Ever Winning Investment, which is owned as to 100% by Mr. Lau Yu Leung, the spouse of Madam Tong Hung Sum. Madam Tong Hung Sum is deemed to be interested in Mr. Lau Yu Leung’s interest in the Company by virtue of the SFO.
7. 52,500,000 Shares are registered in the name of Ever Miracle Investment Company Limited, which is owned as to 100% by Mr. Lau Tak Fung Wallace.
8. 52,500,000 Shares are registered in the name of Ever Glorious Investment Company Limited, which is owned as to 100% by Mr. Lau Tak Kee Henry.

Associated Corporations

Name of Directors	Name of associated corporation	Nature of interest	Number and class of securities in the associated corporation	Approximate percentage of interest in the associated corporation
Mr. Lau Yu Leung	Ever Winning Investment	Beneficial Owner ⁽¹⁾	1 ordinary share	100%
Madam Tong Hung Sum	Ever Winning Investment	Interest of spouse ⁽²⁾	1 ordinary share	100%

Notes:

1. The disclosed interest represents the interests in the associated corporation, Ever Winning Investment, which is held as to 100% by Mr. Lau Yu Leung.
2. Madam Tong Hong Sum is the spouse of Mr. Lau Yu Leung. By virtue of the SFO, Madam Tong Hong Sum is deemed to be interested in the 1 share of Ever Winning Investment held by Mr. Lau Yu Leung.

Save as disclosed above and to the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest or short position in the shares or underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 to the Listing Rules.

Substantial Shareholders

As at the Latest Practicable Date, the following persons/entities, other than those disclosed in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in the Shares, Underlying Shares and Debentures”, had its interests and/or short positions in the Shares and underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept under section 336 of the SFO:

Interest in the Company

Name of Shareholder	Capacity/Nature of interest	Number and class of securities ⁽¹⁾	Approximate percentage of interest in the Company
Ever Winning Investment ⁽²⁾	Beneficial Owner	892,500,000 Shares (L)	63.75%

Notes:

1. The letter “L” denotes a person’s long position (as defined under Part XV of the SFO) in the Shares.
2. The Company is held as to approximately 63.75% by Ever Winning Investment.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons, other than Directors or chief executives of the Company, who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

3. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into any service agreements with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

4. COMPETING INTERESTS OF DIRECTORS

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors nor their respective close associates had any personal interests in companies engaged in business, which compete or may compete with the Group.

5. OTHER INTERESTS OF THE DIRECTORS

As at the Latest Practicable Date,

- (a) none of Directors had any material direct or indirect interest in any assets which have been, since 31 December 2016 (being the date to which the latest published audited accounts of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group; and
- (b) none of the Directors was materially interested in any contract or arrangement subsisting which was significant in relation to the business of the Group.

6. LITIGATION

At as the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

As at the Latest Practicable Date, the following material contracts (not being contracts entered into the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the issue of this circular:

- (a) a deed of assignment dated 14 February 2016 and entered into between Ever Harvest International Holdings Limited and Ever Harvest Investments Limited, pursuant to which Ever Harvest International Holdings Limited assigned all its rights, title and interests in a trademark to Ever Harvest Investments Limited for an aggregate consideration of HK\$1.00;
- (b) a deed of indemnity dated 10 June 2016 and executed by the Controlling Shareholders with and in favour of the Company (for itself and as trustee for each of its present subsidiaries);
- (c) a deed of non-competition dated 10 June 2016 and executed by the Controlling Shareholders in favour of the Company;
- (d) a Hong Kong underwriting agreement dated 22 June 2016 entered into between the Company, the executive Directors, the Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator and the Hong Kong Underwriters relating to the IPO;
- (e) the Provisional Agreement; and
- (f) the Formal Sale and Purchase Agreement.

8. EXPERTS' QUALIFICATIONS AND CONSENTS

The followings are the qualifications of the experts who have given opinion or, advice contained in this circular:

Name	Qualification
Mazars CPA Limited	Certified Public Accountants
RHL Appraisal Limited	an independent qualified valuer

As as the Latest Practicable Date, the above experts:

- (a) did not have no direct or indirect interest in any member of the Group nor any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group;
- (b) did not have any interest, direct or indirect, in any assets which had been, since 31 December 2016, being the date of the latest published audited consolidated accounts of the Group, acquired or disposed of by, or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group, as at the Latest Practicable Date;
- (c) have given and have not withdrawn their written consents as to the issue of this circular with the inclusion herein of its letters and/or reports and reference to its name in the form and context in which they respectively appear.

9. GENERAL

- (a) The company secretary of the Company is Lau Mei Ting. She is a non-practising member of the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is at Estera Trust (Cayman) Limited, Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108.
- (c) The head office and principal place of business of the Company in Hong Kong is at 28/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong.
- (d) The share registrar and transfer office in Hong Kong is Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company at 28/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong for a period of 14 days from the date of this circular:

- (a) the memorandum and articles of association of the Company;
- (b) the interim results announcement of the Company for the six months ended 30 June 2017;
- (c) the annual results announcement of the Company for the year ended 31 December 2016;
- (d) the prospectus of the Company;
- (e) the annual report of the Company for the year ended 31 December 2016;
- (f) the report from Mazars CPA Limited relating to the unaudited pro forma financial information of the Group, the text of which is set out in Appendix III of this circular;
- (g) the valuation report and certificate set out in Appendix IV of the circular;
- (h) the consent letters from Mazars CPA Limited and RHL Appraisals Limited referred to in the paragraph headed “Experts’ qualifications and consents” in this appendix;
- (i) the material contracts referred to under the section headed “Material Contracts” in this appendix; and
- (j) this circular.