

**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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Evergreen International Holdings Limited, you should at once hand this circular together with the enclosed form of proxy 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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# Evergreen International Holdings Limited

## 長興國際(集團)控股有限公司

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

**(Stock code: 238)**

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening an annual general meeting of Evergreen International Holdings Limited to be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 4 June 2012 at 10:30 a.m. (the "Annual General Meeting") is set out on pages 14 to 17 of this circular. A form of proxy for appointing proxy to attend the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.evergreen-intl.com](http://www.evergreen-intl.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if you so wish, in which case the form of proxy shall be deemed to be revoked.

17 April 2012

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 4 June 2012 at 10:30 a.m. and notice of which is set out on pages 14 to 17 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors of the Company for the time being;
“Company”	Evergreen International Holdings Limited 長興國際(集團)控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“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;
“Issue Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	10 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	4 November 2010, the date on which dealings in the Shares on the main board of the Stock Exchange first commence;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	as defined in paragraph 3(a) of the Letter from the Board;

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.001 each in the capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission; and
“%”	per cent.



**Evergreen International Holdings Limited**  
**長興國際(集團)控股有限公司**

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

**(Stock code: 238)**

*Executive Directors:*

CHAN Yuk Ming (*Chairman*)

CHEN Yunan

CHEN Minwen

*Independent Non-executive Directors:*

FONG Wo, Felix

KO Wing Man

KWOK Chi Sun, Vincent

*Registered office:*

Offshore Incorporations (Cayman) Limited

Scotia Center, 4th Floor

P.O. Box 2804

George Town

Grand Cayman, KY1-1112

*Principal place of business*

*and headquarters in the PRC:*

28th Floor

Guangzhou Department Store Complex

4-14 Xihu Road

Guangzhou, China

*Principal place of*

*business in Hong Kong:*

Rooms 1305-1307, 13/F

New East Ocean Center

9 Science Museum Road

Tsimshatsui East, Kowloon

Hong Kong

17 April 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GENERAL MANDATES TO  
REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (i) the

## LETTER FROM THE BOARD

re-election of the retiring Directors; and (ii) the grant of the Repurchase Mandate and the Issue Mandate, and the extension of the Issue Mandate by the addition thereto any Shares repurchased under the Repurchase Mandate.

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. CHAN Yuk Ming, Mr. CHEN Yunan and Mr. CHEN Minwen are the executive Directors. Mr. FONG Wo, Felix, Dr. KO Wing Man and Mr. KWOK Chi Sun, Vincent are the independent non-executive Directors.

Pursuant to Article 16.18 of the Articles of Association, Mr. CHEN Yunan and Mr. FONG Wo, Felix shall retire from the office by rotation at the Annual General Meeting. Both the retiring Directors, being eligible, will offer themselves for re-election.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### 3. PROPOSED GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 23 May 2011, the Company granted general mandates to the Directors enabling them to (i) repurchase on the Stock Exchange Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue; and (ii) allot, issue and deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue. Such general mandates will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to grant new general mandates to the Directors:

- (a) to exercise all the powers of the Company to repurchase Shares on the Stock Exchange with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the said resolution (the "Repurchase Mandate"). As at the Latest Practicable Date, the number of Shares in issue of the Company was 948,825,763 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and on the basis that none of the outstanding share options of the Company is exercised pursuant to the share option schemes granted and adopted by the Company and no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed to repurchase up to a maximum of 94,882,576 Shares under the Repurchase Mandate. The Repurchase Mandate if approved by the Shareholders, will end on the earliest of the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws and regulations of the

## LETTER FROM THE BOARD

Cayman Islands to be held or the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying such mandate;

- (b) to exercise all the powers of the Company to allot, issue and deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the said resolution (the "Issue Mandate"). The Issue Mandate if approved by the Shareholders, will end on the earliest of the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws and regulations of the Cayman Islands to be held or the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying such mandate. Based on 948,825,763 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, the Directors will be authorized to issue up to 189,765,152 Shares under the Issue Mandate; and
- (c) subject to the passing of the aforesaid ordinary resolutions in respect of the Repurchase Mandate and the Issue Mandate, to extend the Issue Mandate by the addition of an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the relevant resolution for the grant of the Repurchase Mandate, which is set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

At the Annual General Meeting, resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in this circular. The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

A form of proxy for appointing proxy to attend the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.evergreen-intl.com](http://www.evergreen-intl.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and deposit of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof if you so wish, in which case the form of proxy shall be deemed to be revoked.

## LETTER FROM THE BOARD

### 5. VOTING BY POLL

Pursuant to the Articles of Association, all resolutions put forward at shareholders' meetings will be voted by poll.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.evergreen-intl.com](http://www.evergreen-intl.com)).

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, granting of the Repurchase Mandate and the Issue Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

### 7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Evergreen International Holdings Limited**  
**CHAN Yuk Ming**  
*Chairman*



<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Articles of Association and be eligible for re-election at the Annual General Meeting are provided below:

**(1) Mr. CHEN Yunan, aged 43, an executive Director**

Mr. CHEN Yunan is an executive Director. He was designated as an executive Director on 12 February 2010 and is primarily responsible for general management and production planning of the Group. Mr. Chen has been studying part time Executive Master of Business Administration (EMBA) at the Lingnan (University) College, Sun Yat-Sen University since 2009. He has not held directorships in any other public companies listed in Hong Kong or overseas in the last three years.

Mr. Chen is the brother of Mr. CHAN Yuk Ming, an executive Director and the chairman of the Board, Mr. CHEN Minwen, an executive Director and Ms. CHEN Mianna, a purchasing director of the Group. Ms. CHEN Yanxia, a brand deputy director of V.E. DELURE, is a daughter of a cousin of Mr. Chen. Save as disclosed above, Mr. Chen does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Chen is holding positions in other members of the Group: director of each of 長興(廣東)服飾有限公司 (“Evergreen Guangdong”), 廣州市長越貿易有限公司 and 廣州市長珠興貿易有限公司, and general manager of Evergreen Guangdong. Mr. Chen will allocate substantially all of his time and resources to the business of the Group.

As at the Latest Practicable Date, Mr. Chen has no interests in Shares within the meaning of Part XV of the SFO.

Mr. Chen has entered into a service agreement with the Company for a term of three years commencing from the Listing Date and is subject to retirement by rotation and re-election at the annual general meeting of the Company under the Articles of Association. He is entitled to an annual remuneration of HK\$1,440,000 and a year-end bonus of such amount to be determined by the remuneration committee of the Company (the “Remuneration Committee”). The remuneration shall be subject to annual review by the Board and/or the Remuneration Committee by reference to his duties and responsibilities with the Company, and to be decided by the Board. The emolument of Mr. Chen for the year from 1 January 2011 to 31 December 2011 was RMB1,620,000 (equivalent to approximately HK\$1,951,000).

Save as disclosed above, there is no information which is required to be disclosed nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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**(2) Mr. FONG Wo, Felix, BBS, JP, aged 61, an independent non-executive Director**

Mr. FONG Wo, Felix was appointed as an independent non-executive Director on 8 October 2010. Mr. Fong is also the chairman of the nomination committee of the Company and a member of the audit committee of the Company and the Remuneration Committee. Mr. Fong was the founding partner of Arculli Fong & Ng (now renamed as King & Wood Mallesons) and is a consultant of King & Wood Mallesons. He received his engineering degree in Canada in 1974 and his Juris Doctor degree from Osgoode Hall Law School in Toronto in 1978.

Mr. Fong is a member of the law societies of Hong Kong and England, and had been honorary legal counsels of a number of non-profit organizations in Hong Kong such as The Chinese Manufacturers' Association of Hong Kong.

Mr. Fong is currently one of the China-appointed Attesting Officers in Hong Kong appointed by the Ministry of Justice of China. Mr. Fong undertook a number of community and social roles, such as the former Chairman of the Chinese Canadian Association of Hong Kong, the Chairman of the Advisory Council on Food and Environmental Hygiene and a member of the Hong Kong Film Development Council. He is also a director of the Hong Kong Basic Law Institute Limited, a member of Guangdong Provincial Committee of Chinese People's Political Consultative Conference and a director of China Overseas Friendship Association. In the area of education, Mr. Fong is a founding member and the first director of the Canadian International School of Hong Kong, and an advisor to the Faculty of Business of University of Victoria in Canada. He is a Justice of Peace and was awarded a Bronze Bauhinia Star by the Government of Hong Kong in recognition of his public service.

Mr. Fong is an independent non-executive director of a number of listed companies, namely Kingway Brewery Holdings Limited, SPG Land (Holdings) Limited and China Investment Development Limited (formerly known as Temujin International Investments Limited), whose stocks are listed on the Stock Exchange, and also China Oilfield Services Limited, whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange.

Save as disclosed above, Mr. Fong does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Fong is not holding any other position in the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Fong has no interests in Shares within the meaning of Part XV of the SFO.

Mr. Fong has been appointed for a term of two years commencing from the Listing Date and is subject to retirement by rotation and re-election at the annual general meeting of the Company under the Articles of Association. He is entitled to an annual remuneration of HK\$240,000, which is determined by the Board according to the market practice. The Director's fee of Mr. Fong for the year from 1 January 2011 to 31 December 2011 was HK\$240,000.

The Company has received from Mr. Fong his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Mr. Fong is independent.

Save as disclosed above, there is no information which is required to be disclosed nor is Mr. Fong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Fong that need to be brought to the attention of the Shareholders.

## APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

### 1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

### 2. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval.

### 3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate affords the Company the flexibility and ability in pursuing the best interests of the Company and its Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

### 4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 948,825,763 Shares.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution no. 6 as set out in the notice of the Annual General Meeting contained in this circular) and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum of 94,882,576 Shares, representing 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution at the Annual General Meeting.

### 5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and any other applicable laws.

## APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company is empowered by its Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that the amount paid in connection with a share repurchase by a company may only be paid out of either the profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, subject to the Articles of Association and the provisions of the Cayman Islands laws, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2011, the date to which the last audited accounts of the Company were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### 6. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months immediately preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2011</b>		
April	4.34	3.78
May	4.53	3.69
June	4.45	3.71
July	4.01	3.33
August	3.50	2.15
September	2.48	1.59
October	2.24	1.46
November	2.32	1.67
December	1.90	1.70
<b>2012</b>		
January	2.00	1.68
February	2.60	1.85
March	2.71	2.18
April (up to the Latest Practicable Date)	2.34	2.22

### 7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make purchases under the Repurchase Mandate and in accordance with the Listing Rules, the memorandum and Articles of Association and the laws of the Cayman Islands.

**8. EFFECTS OF TAKEOVERS CODE**

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. CHAN Yuk Ming has deemed interests in 575,022,086 Shares representing 60.60% of the issued share capital of the Company through his wholly-owned company, Pacific Success Holdings Limited. In the event that the Repurchase Mandate is exercised in full and if there is no change in issued share capital of the Company, the shareholding of Mr. Chan will be increased to approximately 67.34% of the issued share capital of the Company.

Based on the information known as at the Latest Practicable Date, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under the Takeovers Code.

The Directors have no present intention to repurchase Shares to such extent which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

**9. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell their Shares to the Company or its subsidiaries under the Repurchase Mandate in the event that the Repurchase Mandate is approved by its Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or that they have undertaken not to sell any Shares held by them to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by its Shareholders.

**10. REPURCHASE OF SHARES MADE BY THE COMPANY**

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

## NOTICE OF ANNUAL GENERAL MEETING



# Evergreen International Holdings Limited 長興國際(集團)控股有限公司

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

**(Stock code: 238)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (“AGM”) of Evergreen International Holdings Limited (the “**Company**”) will be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 4 June 2012 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company for the year ended 31 December 2011;
2. To declare a final dividend and a special final dividend;
3. To re-elect the retiring Directors and to authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
4. To re-appoint auditors and to authorize the Board to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) as amended from time to time, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;



## NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the memorandum and articles of association of the Company (the “**Articles**”), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”;

## NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Codes on Takeovers and Mergers and Share Repurchases (the **“Recognised Stock Exchange”**) subject to and in accordance with all applicable laws and the requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.”; and

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon resolution nos. 5 and 6 above being passed, the aggregate nominal amount of Shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as

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mentioned in the resolution no. 6 above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors under the authority granted pursuant to resolution no. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

For and on behalf of the Board  
**Evergreen International Holdings Limited**  
**CHAN Yuk Ming**  
*Chairman*

Hong Kong, 17 April 2012

*Notes:*

1. All the above resolutions at the AGM will be taken by poll pursuant to the Articles of Association of the Company and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies (if holding two or more shares) to attend and vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and deposit of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and, in such event, the form of proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Thursday, 31 May 2012 to Monday, 4 June 2012, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 May 2012.
5. For determining the entitlement to the proposed final dividend and special final dividend, the Register of Members of the Company will be closed from Friday, 8 June 2012 to Tuesday, 12 June 2012, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend and special final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Thursday, 7 June 2012.

*As at the date of this notice, the Board comprises Mr. CHAN Yuk Ming, Mr. CHEN Yunan and Mr. CHEN Minwen as the executive Directors and Mr. FONG Wo, Felix, Dr. KO Wing Man and Mr. KWOK Chi Sun, Vincent as the independent non-executive Directors.*