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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 Products Group 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 Products Group Limited

訓修實業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1962)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 17 May 2019 at 3:00 p.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.epfhk.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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 15 May 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

12 April 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 17 May 2019 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting set out on pages 22 to 26 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Awarded Shares”	shares awarded pursuant to the Company’s share award scheme adopted by the Board on 11 December 2017
“Board”	the board of Directors
“Company”	Evergreen Products Group Limited (訓修實業集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Share Repurchase Mandate will be added to the aggregate number of the Shares which may be allotted, issued and otherwise dealt with under the Issuance Mandate
“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 PRC

DEFINITIONS

“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	4 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	12 July 2017, the date on which the Shares were listed on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”

the Codes on Takeovers and Mergers and Share Buy-backs issued by Securities and Futures Commission of Hong Kong, as amended from time to time

“%”

per cent

LETTER FROM THE BOARD



Evergreen Products Group Limited

訓修實業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1962)

Executive Directors:

Mr. Chang Yoe Chong Felix
(Chairman and Chief Executive Officer)
Mr. Kwok Yau Lung Anthony
(Chief Operating Officer)
Mr. Chan Kwok Keung
Mr. Hui Wing Ki
Ms. Jia Ziyang
Mr. Li Yanbo

Non-executive Directors:

Mr. Chan Lau Yui Kevin
Mr. Chan Hoi Sing Harold

Independent Non-executive Directors:

Mr. Lau Ip Keung Kenneth
Mr. Sin Hendrick
Dr. Yung Bruce Pak Keung
Mr. Szeto Yuk Ting
Ir. Cheung Siu Wa

Registered Office:

PO Box 472, 2nd Floor
Harbour Place
103 South Church Street
George Town
Grand Cayman KY1-1106
Cayman Islands

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

11th Floor
Chiap Luen Industrial Building
30-32 Kung Yip Street
Kwai Chung, New Territories
Hong Kong

12 April 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 17 May 2019.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised thirteen Directors, of whom six are executive Directors, namely, Mr. Chang Yoe Chong Felix, Mr. Kwok Yau Lung Anthony, Mr. Chan Kwok Keung, Mr. Hui Wing Ki, Ms. Jia Ziying and Mr. Li Yanbo; two are non-executive Directors, namely, Mr. Chan Lau Yui Kevin and Mr. Chan Hoi Sing Harold and five are independent non-executive Directors, namely, Mr. Lau Ip Keung Kenneth, Mr. Sin Hendrick, Dr. Yung Bruce Pak Keung, Mr. Szeto Yuk Ting and Ir. Cheung Siu Wa.

In accordance with article 108 of the Articles of Association, Mr. Kwok Yau Lung Anthony, Ms. Jia Ziying, Mr. Chan Lau Yui Kevin, Dr. Yung Bruce Pak Keung and Mr. Szeto Yuk Ting will retire from office and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with article 112 of the Articles of Association, Mr. Hui Wing Ki and Ir. Cheung Siu Wa, who were appointed by the Board on 15 November 2018 and 18 February 2019, respectively, shall hold office until the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Recommendations to the Board for the proposal for re-election of each of Mr. Kwok Yau Lung Anthony, Mr. Hui Wing Ki and Ms. Jia Ziying as an executive Director, Mr. Chan Lau Yui Kevin as a non-executive Director and each of Dr. Yung Bruce Pak Keung, Mr. Szeto Yuk Ting and Ir. Cheung Siu Wa as an independent non-executive Director were made by the Nomination Committee, after evaluating their performance and considering a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the Board diversity policy of the Company. In particular, the Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, and the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy, the Directors' nomination policy and the Company's corporate strategy.

The Nomination Committee has also reviewed and assessed the annual written confirmation of independence of each of the independent non-executive Directors who have offered themselves for re-election at the Annual General Meeting (namely, Dr. Yung Bruce Pak Keung, Mr. Szeto Yuk Ting and Ir. Cheung Siu Wa) based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that all of them remain independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. In addition, the Nomination Committee is of the view that Dr. Yung Bruce Pak Keung, Mr. Szeto Yuk Ting and Ir. Cheung Siu Wa have provided valuable contributions to the Company and they have demonstrated their abilities to exercise independent judgment and provide a balanced and objective view in relation to the Company's affairs.

LETTER FROM THE BOARD

Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that each of Dr. Yung Bruce Pak Keung, Mr. Szeto Yuk Ting and Ir. Cheung Siu Wa is able to provide valuable and relevant insights and contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including their in-depth knowledge in legal and compliance, financial management, investment strategies, international experience and connections in various industries.

Accordingly, the Nomination Committee nominated the retiring Directors to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting, and with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the Annual General Meeting.

The biographical details of the above seven retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

The procedures and process for nomination of Directors are set out in the section headed “Corporate Governance Report” in the annual report of the Company for the year ended 31 December 2018.

3. PROPOSED GRANTING OF SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 11 May 2018, a general and unconditional mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution numbered 5 in the notice of the Annual General Meeting as set out on pages 22 to 26 of this circular (i.e. a maximum of 61,500,000 Shares, based on 615,000,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution in respect of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF ISSUANCE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 11 May 2018, a general and unconditional mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution numbered 6 in the notice of the Annual General Meeting as set out on pages 22 to 26 of this circular (i.e. a total of 123,000,000 Shares based on 615,000,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting).

An ordinary resolution to extend the Issuance Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 14 May 2019 to Friday, 17 May 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 10 May 2019.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.epfhk.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 certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 15 May 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

8. RESPONSIBILITY STATEMENT

This circular, 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 circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Repurchase Mandate) to this circular.

LETTER FROM THE BOARD

10. RECOMMENDATION

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

Yours faithfully,

For and on behalf of the Board

Evergreen Products Group Limited

Chang Yoe Chong Felix

Chairman, Chief Executive Officer and Executive Director

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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The following are details of the Directors who will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

(1) Mr. Kwok Yau Lung Anthony

Mr. Kwok Yau Lung Anthony, aged 41, was appointed as an executive Director and the Chief Operating Officer on 9 September 2016. Mr. Kwok Yau Lung Anthony is currently the head of the Company's logistic, procurement and human resources and administration department. He is primarily responsible for the Group's logistic, procurement, brand development and management.

Mr. Kwok Yau Lung Anthony joined the Group in September 2000. After heading to Japan for his further education in October 2003, Mr. Kwok Yau Lung Anthony returned to the Group in April 2005. From April 2005 to July 2012, Mr. Kwok Yau Lung Anthony worked for the Group and held last position as a director of Evergreen Products Factory Limited. He assisted the Group in setting up its e-commerce business in Japan and establishing its Bangladesh production base. Prior to Mr. Kwok Yau Lung Anthony's current employment with the Group in June 2016, Mr. Kwok Yau Lung Anthony worked at Direct Source (Far East) Limited, a garment manufacturer, from November 2012 to January 2015 and from March 2015 to May 2016, respectively, and was responsible for all merchandising activities.

Mr. Kwok Yau Lung Anthony obtained a Bachelor of Science in Mathematics from the Hong Kong University of Science and Technology in July 2000.

Mr. Kwok Yau Lung Anthony entered into a letter of appointment with the Company on 19 June 2017 for an initial term of three years commencing from the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Mr. Kwok Yau Lung Anthony received an annual director's fee of HK\$802,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time. The amount of Mr. Kwok Yau Lung Anthony's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Kwok Yau Lung Anthony had interests in 333,333 Awarded Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwok Yau Lung Anthony (i) did not hold any other position with the Company and other members of the Group; (ii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public

companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Mr. Kwok Yau Lung Anthony required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Kwok Yau Lung Anthony that need to be brought to the attention of the Shareholders.

(2) Mr. Hui Wing Ki

Mr. Hui Wing Ki, aged 39, was appointed as an executive Director on 15 November 2018. Mr. Hui Wing Ki is primarily responsible for procurement of human hair and sales and marketing of high-end human hair extension. Mr. Hui Wing Ki joined the Group in August 2001 as marketing executive and accumulated over 15 years of experience in sales and marketing. He was promoted to be a senior manager in January 2012. As the Company's senior manager, Mr. Hui Wing Ki focuses on procurement of human hair, including budget estimates and quality and inventory control; sales and marketing of high-end human hair extension; supervision of sales and marketing in Caucasian and Asian markets; and identification of potential growth of existing customers as well as development of new customers in line with the Group's objectives in Caucasian and Asian markets. Mr. Hui Wing Ki obtained a Bachelor of Business Administration degree in China Business Studies (Marketing) from Hong Kong Baptist University in December 2001.

Mr. Hui Wing Ki entered into a letter of appointment with the Company for a term of three years commencing on 15 November 2018, subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Mr. Hui Wing Ki received a remuneration of HK\$720,000 per year and discretionary bonus as the Board shall determine. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time. The amount of Mr. Hui Wing Ki's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Hui Wing Ki had interests in 333,333 Awarded Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hui Wing Ki (i) did not hold any other position with the Company and other members of the Group; (ii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save as disclosed above, there is no other information in relation to Mr. Hui Wing Ki required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Hui Wing Ki that need to be brought to the attention of the Shareholders.

(3) Ms. Jia Ziyang

Ms. Jia Ziyang, aged 42, was appointed as an executive Director on 9 September 2016. Ms. Jia Ziyang is currently the head of the Company's research and development department and production coordination department and is primarily responsible for the Group's product research and development, and the overall manufacturing management. She is also a director of Evergreen Products Factory Limited.

Ms. Jia Ziyang joined the Group in July 1997 and accumulated over 20 years of experience in design and development of the hair goods. In February 2002, she set up a product design, research and development division for wigs made by sewing machines. In February 2009, Ms. Jia Ziyang took charge of the product design, research and development division for weaving products. In February 2011, she was promoted to the head of the Group's research and development department and production coordination department. As the head of the Group's production coordination department, Ms. Jia Ziyang has been primarily responsible for overseeing production and operations management. In March 2011, Ms. Jia Ziyang also took charge of the product design, research and development division for Halloween products.

Ms. Jia Ziyang obtained a Diploma in Accounting and Statistics from Chongqing Radio and TV University (重慶廣播電視大學) in October 1997. Ms. Jia Ziyang is the spouse of Mr. Li Yanbo, an executive Director.

Ms. Jia Ziyang entered into a letter of appointment with the Company on 19 June 2017 for an initial term of three years commencing from the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Ms. Jia Ziyang received an annual director's fee of RMB175,000. Her remuneration is determined by the Board with reference to her responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time. The amount of Ms. Jia Ziyang's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Ms. Jia Ziyang had personal interests in 400,000 Awarded Shares and had deemed interests in 100,000 Awarded Shares held by her spouse, Mr. Li Yanbo, within the meaning of Part XV of the SFO.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save as disclosed above, as at the Latest Practicable Date, Ms. Jia Ziying (i) did not hold any other position with the Company and other members of the Group; (ii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Ms. Jia Ziying required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Ms. Jia Ziying that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

(4) Mr. Chan Lau Yui Kevin

Mr. Chan Lau Yui Kevin, aged 52, was appointed as a non-executive Director on 9 September 2016, representing SEAVI Advent Investments Ltd, a pre-IPO investor of the Group. He is also a director of Evergreen Enterprise Investment Limited and Evergreen Products Factory Limited. Mr. Chan Lau Yui Kevin is responsible for formulation of the Group's strategic directions and for high level oversight of the Group's management and operations. Mr. Chan Lau Yui Kevin is a senior partner of SEAVI Advent Private Equity Limited, overseeing its fund management activities for private equity investments in Greater China. Mr. Chan Lau Yui Kevin is also an executive director and a responsible officer of SEAVI Advent Ocean Private Equity Limited, a company licensed to conduct type 9 (asset management) regulated activities under the SFO.

Mr. Chan Lau Yui Kevin first joined Advent International Corporation as the Principal of its Technology and Communications Investment in its Hong Kong office in May 2000. He has been with SEAVI Advent Equity Limited, the Asian affiliate of Advent International Corporation since July 2002. Prior to the employment in Advent International Corporation, Mr. Chan Lau Yui Kevin worked at HSBC Investment Bank Asia Limited from June 1999 to May 2000 and his last position was an associate director, and earlier worked as an associate in the Investment Banking Division of Goldman Sachs (Asia) L.L.C. from 1997 to 1999.

Mr. Chan Lau Yui Kevin obtained a Master of Business Administration degree from Columbia University in May 1997, a Master of Arts degree from the University of Cambridge in May 1993, a Master of Science degree in Electrical Engineering from Polytechnic University in the U.S. (currently known as New York University Polytechnic School of Engineering) in June 1991 and a Bachelor of Arts degree from the University of Cambridge in July 1989. He is a member of the Institution of Engineering and Technology and the Institute of Electrical and Electronics Engineers, respectively, and is a Chartered Engineer. Mr. Chan Lau Yui Kevin has

been a responsible officer licensed under the SFO to engage in type 9 (asset management) regulated activities since July 2008. He was awarded the Pearson SRF BTEC Level 7 Advanced Professional Diploma for the Financial Times Non-Executive Director by Pearson Education Ltd in May 2016.

Mr. Chan Lau Yui Kevin entered into a letter of appointment with the Company on 19 June 2017 for an initial term of three years commencing from the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Mr. Chan Lau Yui Kevin received an annual director's fee of HK\$200,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time. The amount of Mr. Chan Lau Yui Kevin's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2018.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan Lau Yui Kevin (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Mr. Chan Lau Yui Kevin required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Chan Lau Yui Kevin that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(5) Dr. Yung Bruce Pak Keung

Dr. Yung Bruce Pak Keung, aged 57, was appointed as an independent non-executive Director on 19 June 2017. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Dr. Yung Bruce Pak Keung is responsible for giving strategic and independent advice and guidance on the Group's business and operations.

Dr. Yung Bruce Pak Keung has been the founder and managing director of BVB Group Ltd, a development and advisory firm in the renewables, sustainability and energy spaces, since September 2015. He is also a senior advisor to Canaccord Genuity (Hong Kong) Limited, as well as a director of Mission Blue Capital Advisors Limited.

Dr. Yung Bruce Pak Keung had assumed various positions in companies listed on the Stock Exchange, including chief executive officer and executive director of Brightoil Petroleum (Holdings) Limited (Stock Code: 933) from July 2014 to August 2015; and managing director and executive director of China Renewable Energy Investment Limited (Stock Code: 987) from August 2009 to September 2012. He had also held numerous management positions in international companies, including managing director and vice president of Business Development of First Solar China from September 2012 to December 2013.

Dr. Yung Bruce Pak Keung obtained a Doctor of Philosophy degree and a Bachelor of Science degree (with Honours) in Chemical Engineering from the University of Birmingham, U.K., in July 1987 and July 1983, respectively. He also obtained a Master of Business Administration degree (distance learning) from Henley Management College, U.K., in November 2012. He completed the 174th session of the Advanced Management Program of Harvard Business School in May 2008. Dr. Yung Bruce Pak Keung was admitted as a member of The Hong Kong Institute of Directors since January 2012; a member of the Association of Cost Engineers, U.K., in June 1993; a member of the Institution of Gas Engineers, U.K., in February 1992; a corporate member of the Institution of Chemical Engineers, U.K., in November 1990.

Dr. Yung Bruce Pak Keung entered into a letter of appointment with the Company on 19 June 2017 for an initial term of three years commencing from the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Dr. Yung Bruce Pak Keung received an annual director's fee of HK\$200,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time. The amount of Dr. Yung Bruce Pak Keung's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2018.

Save as disclosed above, as at the Latest Practicable Date, Dr. Yung Bruce Pak Keung (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Dr. Yung Bruce Pak Keung required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Dr. Yung Bruce Pak Keung that need to be brought to the attention of the Shareholders.

(6) Mr. Szeto Yuk Ting

Mr. Szeto Yuk Ting, aged 51, was appointed as an independent non-executive Director on 19 June 2017. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Szeto Yuk Ting is responsible for giving strategic and independent advice and guidance on the Group's business and operations.

Mr. Szeto Yuk Ting was admitted as a solicitor in Hong Kong in September 1992 and had over 25 years of legal experience. His major areas of practice include civil and criminal litigation, conveyancing and probate. Mr. Szeto Yuk Ting co-founded Messrs. Y.T. Szeto & Company, Solicitors in September 1996 and has been the sole proprietor of the firm since January 2001. He also worked in Messrs. Paul Chan & Co., Solicitors from 1993 to 1996.

Mr. Szeto Yuk Ting obtained a Postgraduate Certificate in Laws and a Bachelor of Laws degree (with Honours) from the University of Hong Kong in June 1990 and December 1989, respectively.

Mr. Szeto Yuk Ting entered into a letter of appointment with the Company on 19 June 2017 for an initial term of three years commencing from the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Mr. Szeto Yuk Ting received an annual director's fee of HK\$200,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time. The amount of Mr. Szeto Yuk Ting's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2018.

Save as disclosed above, as at the Latest Practicable Date, Mr. Szeto Yuk Ting (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Mr. Szeto Yuk Ting required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Szeto Yuk Ting that need to be brought to the attention of the Shareholders.

(7) Ir. Cheung Siu Wa

Ir. Cheung Siu Wa, aged 57, was appointed as an independent non-executive Director on 18 February 2019. Ir. Cheung Siu Wa is responsible for giving strategic and independent advice and guidance on the Group's business and operations.

Ir. Cheung Siu Wa is an equity partner of Key Direction Limited (“**KDL**”), a railway engineering consultancy firm based in Hong Kong with subsidiaries in Kuala Lumpur, Singapore and Macau. He has been appointed as the vice chairman and a director of KDL since September 2018. Before joining KDL, he worked in MTR Corporation Limited (“**MTR**”), a company listed on The Stock Exchange of Hong Kong Limited (stock code: 66), for 35 years during the period from November 1983 to July 2018 and held various senior positions in MTR involving railway operations and maintenance and construction of new extension projects. He joined MTR in 1983 as a graduate engineer, and had progressed over the years to senior management positions in its Operations and Projects Divisions. He was seconded to Ngong Ping 360 Limited as its managing director from September 2007 to July 2009. In July 2009, Ir. Cheung Siu Wa was appointed as the Chief of Operating of MTR and was responsible for the operations of all transport business of MTR in Hong Kong. In January 2011, he took up the position of the Chief of Operations Engineering of MTR for overseeing all maintenance and technical functions for railway assets. Ir. Cheung Siu Wa was the Human Resources Director of MTR between July 2012 and June 2015 and the European Business Director of MTR between June 2015 and June 2016. He was the president of the MTR Academy between July 2016 and July 2018 and a member of the Executive Directorate of MTR between July 2012 and July 2018.

Ir. Cheung Siu Wa is a fellow of each of The Hong Kong Institution of Engineers, The Institution of Electrical Engineers of the United Kingdom and The Chartered Institute of Logistics & Transport in Hong Kong. He is also a member of the Hong Kong Institute of Directors. Ir. Cheung Siu Wa has become a member of the Yunnan Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議) since January 2018.

Ir. Cheung Siu Wa obtained a Bachelor of Science degree in Engineering and a Master of Science degree in Engineering from The University of Hong Kong in 1983 and 1990, respectively, a Master of Business Administration degree from the City Polytechnic of Hong Kong (now called City University of Hong Kong) in 1990 and a Master of Science degree in Financial Analysis from The Hong Kong University of Science and Technology in 2005.

Ir. Cheung Siu Wa entered into a letter of appointment with the Company for a term of three years commencing on 18 February 2019, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. The letter of appointment may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Ir. Cheung Siu Wa received an annual director's fee

of HK\$200,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time.

Save as disclosed above, as at the Latest Practicable Date, Ir. Cheung Siu Wa (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Ir. Cheung Siu Wa required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Ir. Cheung Siu Wa that need to be brought to the attention of the Shareholders.

The following serves as an explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate:

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 615,000,000 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 61,500,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASES

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchases may, depending on the 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 such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASES

Share repurchases pursuant to the Share Repurchase Mandate would be funded out of funds legally available for the purposes in accordance with the Company's memorandum of association, the Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws.

4. IMPACT OF SHARE REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the opinion of the Directors, have a material adverse effect on the working capital or gearing position of the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the twelve months preceding and up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2018		
April	1.76	1.66
May	1.82	1.66
June	1.79	1.63
July	1.75	1.60
August	1.75	1.65
September	1.80	1.60
October	1.66	1.46
November	1.70	1.57
December	1.68	1.48
2019		
January	1.76	1.50
February	1.72	1.56
March	1.70	1.55
April (<i>up to the Latest Practicable Date</i>)	1.85	1.60

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Share Repurchase Mandate in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that he/she/it has a present intention to sell any Shares to the Company under the Share Repurchase Mandate, nor that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with its memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 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 the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Mr. Chang Chih Lung, Mr. Chang Yoe Chong Felix, FC Management Limited, FC Investment Worldwide Limited, CLC Management Limited, CLC Investment Worldwide Limited, Golden Evergreen Limited and Evergreen Enterprise Holdings Limited (collectively, the **"Controlling Shareholders"**), were interested in 336,903,803 Shares, representing approximately 54.78% of the total issued share capital of the Company.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of the Controlling Shareholders would increase to approximately 60.87% of the total issued share capital of the Company. The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code but would reduce the percentage of the Shares held by the public to below the prescribed minimum percentage of 25% required by the Listing Rules. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Share Repurchase Mandate. In any event, the Directors have no present intention to repurchase Shares to such extent which will result in the aggregate number of Shares held by the public shareholders falling below 25%, the prescribed minimum percentage required by the Listing Rules.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Evergreen Products Group Limited

訓修實業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1962)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Evergreen Products Group Limited (the “**Company**”) will be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 17 May 2019 at 3:00 p.m. to consider and, if thought fit, pass the following ordinary resolutions (as ordinary businesses):

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors (the “**Auditors**”) of the Company for the year ended 31 December 2018;
2. to declare a final dividend for the year ended 31 December 2018;
3.
 - (a) to re-elect Mr. Kwok Yau Lung Anthony as an executive Director.
 - (b) to re-elect Mr. Hui Wing Ki as an executive director.
 - (c) to re-elect Ms. Jia Ziying as an executive Director.
 - (d) to re-elect Mr. Chan Lau Yui Kevin as a non-executive Director.
 - (e) to re-elect Dr. Yung Bruce Pak Keung as an independent non-executive Director.
 - (f) to re-elect Mr. Szeto Yuk Ting as an independent non-executive Director.
 - (g) to re-elect Ir. Cheung Siu Wa as an independent non-executive director.
 - (h) to authorize the board (the “**Board**”) of Directors to fix the respective Directors’ remuneration;
4. to re-appoint Deloitte Touche Tohmatsu as the Auditors for the year ending 31 December 2019 and to authorize the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

and, as ordinary businesses, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in paragraph (a) above is granted, the maximum number of Shares that may be repurchased under the approval in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional Shares in the share capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of options under any share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other relevant regulations in force from time to time; and/or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares;

shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in (a) above is granted, the maximum number of Shares that may be issued under the approval in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from 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 of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof as at the date (subject to such exclusions 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

and, as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

7. **“THAT** conditional upon the passing of the resolutions numbered 5 and 6 above, the unconditional general mandate referred to in the resolution numbered 6 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the aggregate number of Shares repurchased by the Company pursuant to the mandate granted under the resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board
Evergreen Products Group Limited
Chang Yoe Chong Felix
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
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 certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 3:00 p.m. on Wednesday, 15 May 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining shareholders' entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 14 May 2019 to Friday, 17 May 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 10 May 2019.

In the event that the meeting is adjourned to a date later than Friday, 17 May 2019 due to bad weather conditions or other reasons, the period of closure of the register of members of the Company for determination of shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

5. For determining shareholders' entitlement to the proposed final dividend (subject to approval by the shareholders at the meeting), the register of members of the Company will be closed from Thursday, 23 May 2019 to Monday, 27 May 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 May 2019.
6. A circular containing further details concerning resolutions numbered 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2018.
7. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at any time between 1:00 p.m. to 3:00 p.m. on 17 May 2019, the meeting will be automatically postponed to a later date. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on the websites of the Stock Exchange and the Company to notify Shareholders of the date, time and location of the rescheduled meeting.

Shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.