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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 your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Ever Harvest Group Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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EVER HARVEST GROUP HOLDINGS LIMITED

永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company (the “AGM”) to be held at 12:00 n.n., on Friday, 27 May 2022 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-3304, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

SPECIAL ARRANGEMENT FOR THE AGM

Under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) in force as of the Latest Practicable Date (the “Regulations”), physical annual general meetings are not permitted. Accordingly, no Shareholder (in person or by proxy) will be permitted to attend the AGM in person, other than a minimum number of Shareholders required to form a quorate meeting. The quorum will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies appointed by the Shareholders. **SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EXERCISE THEIR RIGHT TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXY AND VOTE ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THE PROXY FORM.** If a Shareholder appoints a person who is not the Chairman of the AGM as their proxy, in light of the legal restrictions in Hong Kong under the Regulations such person may not be permitted to physically attend the meeting and therefore may not be able to cast votes on behalf of that Shareholder. Due to the constantly evolving COVID-19 pandemic situation and related change in legal restrictions or requirements, the Company may be required to make changes to the AGM arrangement at short notice. Shareholders should check latest requirements, policies and notices announced by the Hong Kong Government and the websites of the Company at www.xhsl.com.hk and the Stock Exchange at www.hkexnews.hk for any future announcements and updates on the AGM arrangement.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 12:00 n.n., on Friday, 27 May 2022 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	Ever Harvest Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and, in the case of our Company, means Mr. Lau Yu Leung, Madam Tong Hung Sum, Ever Winning Investment Company Limited and Ever Forever Investment Company Limited, individually and as a group of persons;
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EHIHL”	Ever Harvest International Holdings Limited (永豐國際控股集團有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“EHIL”	Ever Harvest International Logistics (Shenzhen) Ltd.* (永豐國際貨運(深圳)有限公司), a company established in the PRC and is an indirect wholly-owned subsidiary of the Company;
“Eternity”	Eternity Hong Kong Investment Limited (恒和香港投資有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;

DEFINITIONS

“Ever Harvest”	Ever Harvest Shipping Limited (永豐船務有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“Greater China”	Greater China Shipping Limited (大中華船務有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the total number of issued Shares as at the date of the resolution granting the general mandate at the AGM;
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time;
“Nomination Committee”	the nomination committee of the Board;
“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM;
“SFHL”	Shenzhen Forever Harvest Logistics Ltd.* (深圳市永世豐物流有限公司), a company established in the PRC and is an indirect wholly-owned subsidiary of the Company;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended from time to time;
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Share Option Scheme”	the share options scheme of the Company adopted by the Company on 10 June 2016;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as may be amended from time to time;
“Xiamen Harvest”	Xiamen Harvest Shipping Limited (鷺豐船務有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company; and
“%”	per cent.

* *For identification purpose only*

LETTER FROM THE BOARD



EVER HARVEST GROUP HOLDINGS LIMITED

永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

Executive Directors:

Mr. Lau Yu Leung (*Chairman*)

Mr. Lau Tak Fung Wallace (*Chief Executive Officer*)

Mr. Lau Tak Kee Henry

Non-executive Director:

Madam Tong Hung Sum

Independent Non-executive Directors:

Mr. Lo Wan Sing Vincent

Mr. Lam Lo

Mr. Lee Ka Lun

Mr. Kam, Eddie Shing Cheuk

Registered Office in the Cayman Islands:

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Headquarters and Principal Place of

Business in Hong Kong:

17/F, Excel Centre

483A Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

25 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to: (i) provide you with information regarding certain resolutions to be put forward at the AGM including details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the proposed re-election of retiring Directors; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company on 28 May 2021, the Directors were granted (a) a general and unconditional mandate to allot, issue and otherwise deal with additional Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the relevant resolution; (b) a general and unconditional mandate to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the relevant resolution; and (c) a general mandate to the Directors to add to the mandate mentioned in (a) above those Shares repurchased by the Company pursuant to the mandate mentioned in (b) above.

The above mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (i) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the general mandate at the AGM; and
- (ii) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to give a general mandate to the Directors to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 4 to 6 as set out in the notice of the AGM contained in pages 16 to 20 of this circular.

The above mandates shall only continue in force until:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or
- (c) revoked or varied by ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 1,550,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 310,000,000 Shares representing 20% of the total number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

By virtue of Article 108(a) of the Articles of Association, Mr. Lau Tak Kee Henry, Mr. Lam Lo and Mr. Lee Ka Lun shall retire by rotation and, being eligible, offer themselves for re-election, at the AGM.

Nomination Procedure

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted on 10 June 2016 its board diversity policy, amended on 31 December 2018, pursuant to which (i) all Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board; and (ii) selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. If it involves the appointment of an independent non-executive Director, the Nomination Committee shall also consider the perspectives, skills and experience that the person can bring to the Board, and how the person would contribute to the diversity of the Board. The Company shall take into account its own business model and specific needs, and disclose the rationale for the factors it uses for this purpose. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee

The Nomination Committee considered Mr. Lau Tak Kee Henry's extensive experience in the freight forwarding industry, familiarity with the operation of the Group, connection with the PRC, working profile and other experience and factors, and was satisfied that Mr. Lau had the required character, integrity and experience to continuously fulfil his role as an executive Director effectively.

The Nomination Committee assessed the independence of Mr. Lam Lo and Mr. Lee Ka Lun based on their annual written confirmations of independence given to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that both of them remain independent to the Company. Furthermore:

- (i) the Nomination Committee considered Mr. Lam's connection with the PRC, experience in shipping-related matters as importer and exporter, working profile and other experience and factors, and was satisfied that Mr. Lam has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively; and
- (ii) the Nomination Committee also considered Mr. Lee's extensive experience in taxation, auditing, financial management reporting, and corporate governance of listed companies, his working profile and other experience and factors. The Nomination Committee was in the opinion that Mr. Lee would be able to devote sufficient time to discharge his responsibilities as an independent non-executive Director on the basis that Mr. Lee has profound experience in the accounting field and in acting the independent non-executive director of various listed companies in Hong Kong. Mr. Lee has also assured the Company that he would be able to devote sufficient time to discharge his responsibilities as an independent non-executive Director. The Nomination Committee was satisfied that Mr. Lee has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

In view of the above, the Board believes that the re-election of Mr. Lau Tak Kee Henry as the executive Director and Mr. Lam Lo and Mr. Lee Ka Lun as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Lau Tak Kee Henry, Mr. Lam Lo and Mr. Lee Ka Lun stand for re-election as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report set out in the annual report.

The particulars of the Directors proposed to be re-elected are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 12:00 n.n. on Friday, 27 May 2022 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Article 72 of the Articles of Association and the requirement of Rule 13.39 of the Listing Rules, every resolution submitted to the AGM shall be determined by voting by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hand.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 23 May 2022.

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all resolutions set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By Order of the Board
Ever Harvest Group Holdings Limited
Lau Yu Leung
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders concerning the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders of the company in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction and that the shares to be repurchased must be fully paid up.

2. SOURCE OF FUNDS AND IMPACT OF REPURCHASES

Any repurchase of the Shares under the Repurchase Mandate will be financed from the funds legally available for such purposes in accordance with the memorandum of association and Articles of Association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchase of Shares by the Company may be made out of profits or share premium account of the Company or out of proceeds of a fresh issue of Shares made for that purpose or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2021, being the date of the Company's latest audited consolidated financial statements). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2021, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,550,000,000 Shares.

As at the Latest Practicable Date, there was no outstanding share option granted under the Share Option Scheme.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 155,000,000 Shares, representing 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company; following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting.

4. REASONS FOR THE PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Cayman Islands and the memorandum of association and Articles of Association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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, unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ever Winning Investment Company Limited (which is wholly and beneficially owned by Mr. Lau Yu Leung) and Ever Forever Investment Company Limited (which is wholly and beneficially owned by Mr. Lau Yu Leung's spouse, Madam Tong Hung Sum) held 918,876,000 and 52,500,000 Shares, respectively, which in aggregate represents 62.67% of the total number of Shares in issue of the Company. If the Directors were to exercise the Repurchase Mandate in full, the shareholding percentage of Controlling Shareholders would increase from 62.67% to 69.63% of the total number of Shares in issue of the Company. Such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in the number of shares which are in the hands of the public falling below 25% of the total number of shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

The Directors will not exercise the power to repurchase the Shares if it will cause further concentration of the shareholding of the Company, unless the repurchase of Shares will not cause insufficient public float of the Company.

The Directors will not propose to repurchase Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve (12) calendar months preceding the date of this circular were as follows:

	Highest	Shares	Lowest
	<i>HK\$</i>		<i>HK\$</i>
2021			
April	0.310		0.170
May	0.375		0.245
June	0.285		0.218
July	0.510		0.249
August	0.355		0.242
September	0.315		0.222
October	0.260		0.201
November	0.227		0.122
December	0.149		0.102
2022			
January	0.205		0.140
February	0.183		0.140
March	0.169		0.118
April (up to the Latest Practicable Date)	0.164		0.130

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

DIRECTORS**Executive Directors****Mr. Lau Tak Kee Henry**

Aged 44, joined the Group in 2008, was appointed as an executive Director on 3 March 2016. Mr. Lau is primarily responsible for formulating and implementing the Group's corporate strategies and sales and marketing strategies, overseeing the Group's overall business development and implementing operation plans and participating in the day-to-day management of the Group's business operations, and overseeing investment activities and transactions. Mr. Lau is also responsible for the freight forwarding and I.T. support services of the Group. Mr. Lau is currently serving as a director of EHIHL, Ever Harvest, Xiamen Harvest, Greater China, Eternity, EHIL and SFHL.

Mr. Lau is a committee member of the 13th Chinese People's Political Consultative Conference in the Xiamen Municipality, the PRC (中國人民政治協商會議廈門市委員會). Mr. Lau has been a member of Hong Kong CPPCC Youth Association Limited (香港政協青年聯會有限公司) since May 2014.

Mr. Lau holds a Bachelor Degree in Business Administration from the University of Southern California. Mr. Lau is the son of Mr. Lau Yu Leung and Madam Tong Hung Sum and the brother of Mr. Lau Tak Fung Wallace.

A service contract has been entered into between Mr. Lau and the Company for a term of three years commencing on 6 July 2016 and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. Mr. Lau is currently entitled to fixed basic annual remuneration of HK\$1,859,000 subject to annual review by the Remuneration Committee and the approval by a majority in number of the members of the Board, and a management bonus to be determined by reference to the general operating results of the Company. Such amount was determined with reference to, among other things, market level of remuneration and compensation paid comparable companies, the responsibilities of the Director concerned and the performance of the Company.

As at the Latest Practicable Date, Mr. Lau is holding 100% interest in Ever Glorious Investment Company Limited. Ever Glorious Investment Company Limited is interested in 52,500,000 Shares, representing approximately 3.39% interest in the Company.

Independent Non-executive Directors**Mr. Lam Lo**

Aged 50, was appointed as an independent non-executive Director on 10 June 2016, and is chairman of the Remuneration Committee and a member of the Nomination Committee and Audit Committee.

Mr. Lam is an executive director of South Asia Textiles (Holding) Limited (南益實業(集團)有限公司) and has over 20 years of experience in the field of knitwear, garment, knitting machinery and property development business. Mr. Lam is a general committee member of the Chinese General Chamber of Commerce, Hong Kong (香港中華總商會); a general committee member of the Chinese Manufacturers' Association Hong Kong (香港中華廠商聯合會); the vice-chairman of Hong Kong Federation of Fujian Associations Limited (香港福建社團聯合會); a member of the Standing Committee of the 12th Fujian CPPCC (福建政協第12屆常務委員會); and the Chairman of Po Leung Kuk (保良局) (2021-2022).

A letter of appointment has been entered into between Mr. Lam and the Company for a term of three years commencing on 6 July 2016, renewed on 7 July 2019, subject to rotation and re-election in accordance with the Articles of Association. Mr. Lam is currently entitled to an annual director's fee in the sum of HK\$120,000 or such other sum as the Remuneration Committee may from time to time decide. Such amount was determined with reference to, among other things, market level of remuneration and compensation paid comparable companies, the responsibilities of the Director concerned and the performance of the Company.

Mr. Lee Ka Lun

Aged 66, was appointed as an independent non-executive Director on 10 June 2016, and is the chairman of the Audit Committee.

Mr. Lee has over 20 years of experience in banking and auditing. He had been the Regional Deputy Chief Executive of Lloyds TSB Bank plc and Regional Director – Finance and Operation of Lloyds TSB’s operations in Asia for over 15 years and has extensive experience in corporate banking, private banking, treasury, operations, IT developments and general management. Mr. Lee is also an independent non-executive director of Best Mart 360 Holdings Limited (Stock Code: 2360), Chow Sang Sang Holdings International Limited (Stock Code: 116), Yuexiu Property Company Limited (Stock Code: 123), and Medicskin Holdings Limited (Stock Code: 8307), all of which are listed companies in Hong Kong. Mr. Lee was also an independent non-executive director of Chong Hing Bank Limited, a company previously listed in Hong Kong, from 11 July 1994 to 30 September 2021. After the delisting of Chong Hing Bank on 30 September 2021, Mr. Lee remains an independent non-executive director of Chong Hing Bank Limited.

Mr. Lee has been fellow member of The Chartered Association of Certified Accountants (now known as “Association of Chartered Certified Accounts”) since 1985.

A letter of appointment has been entered into between Mr. Lee and the Company for a term of three years commencing on 6 July 2016, renewed on 7 July 2019, subject to rotation and re-election in accordance with the Articles of Association. He is currently entitled to an annual director’s fee in the sum of HK\$200,000 or such other sum as the Remuneration Committee may from time to time decide. Such amount was determined with reference to, among other things, market level of remuneration and compensation paid comparable companies, the responsibilities of the Director concerned and the performance of the Company.

Saved as disclosed above, none of the above retiring Directors has any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the above retiring Directors (i) holds 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; or (ii) has any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to the above retiring Directors that is 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 in relation to their re-election that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



EVER HARVEST GROUP HOLDINGS LIMITED

永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL ARRANGEMENT FOR THE AGM

Under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) in force as of the Latest Practicable Date (the “**Regulations**”), physical annual general meetings are not permitted. Accordingly, no Shareholder (in person or by proxy) will be permitted to attend the AGM in person, other than a minimum number of Shareholders required to form a quorate meeting. The quorum will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies appointed by the Shareholders. **SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EXERCISE THEIR RIGHT TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXY AND VOTE ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THE PROXY FORM.** If a Shareholder appoints a person who is not the Chairman of the AGM as their proxy, in light of the legal restrictions in Hong Kong under the Regulations such person may not be permitted to physically attend the meeting and therefore may not be able to cast votes on behalf of that Shareholder. Due to the constantly evolving COVID-19 pandemic situation and related change in legal restrictions or requirements, the Company may be required to make changes to the AGM arrangement at short notice. Shareholders should check latest requirements, policies and notices announced by the Hong Kong Government and the websites of the Company at www.xhsl.com.hk and the Stock Exchange at www.hkexnews.hk for any future announcements and updates on the AGM arrangement.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**AGM**”) of Ever Harvest Group Holdings Limited (the “**Company**”) will be held at 12:00 n.n., on Friday, 27 May 2022 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Lau Tak Kee Henry as an executive Director of the Company;
 - (b) To re-elect Mr. Lam Lo as an independent non-executive Director of the Company;
 - (c) To re-elect Mr. Lee Ka Lun as an independent non-executive Director of the Company;
 - (d) To authorise the board of Directors to fix their remuneration.
3. To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

4. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company and securities convertible to shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (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 hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose 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 unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (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 of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or similar giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the shares of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; 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 unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to condition; or
 - (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 of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
6. **“THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution set out in paragraph 5 of this notice convening this meeting.”

By Order of the Board
Ever Harvest Group Holdings Limited
Lau Yu Leung
Chairman

Hong Kong, 25 April 2022

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises Mr. Lau Yu Leung, Mr. Lau Tak Fung Wallace and Mr. Lau Tak Kee Henry as executive Directors; Madam Tong Hung Sum as non-executive Director; Mr. Lo Wan Sing Vincent, Mr. Lam Lo, Mr. Lee Ka Lun and Mr. Kam, Eddie Shing Cheuk as independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 23 May 2022.
4. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 2 and 4 to 6 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares will be despatched to shareholders of the Company. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
6. Where there are joint registered holders of any share, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong any time after 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.xhsl.com.hk and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.
8. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong and related change in legal restrictions or requirements, the Company may be required to make changes to the AGM arrangement at short notice. Shareholders should check the latest requirements, policies and notices announced by the Hong Kong Government. As at the date of this Notice, it is not certain as to whether the group gathering restrictions and related legal restrictions will continue to apply on the date of the AGM, and the related legal restrictions, requirements and policies may still have a significant impact on the AGM arrangements. Even if, before the date of the AGM, the current restrictions might have eased such that physical general meetings or attendance of additional shareholders and proxies may not strictly be prohibited, it may not be practically possible for the Company to change the AGM arrangements to accommodate physical attendance of additional shareholders at the AGM venue. Shareholders should check the websites of the Company at www.xhsl.com.hk and the Stock Exchange at www.hkexnews.hk for future announcements and updates on the AGM arrangement.