



Evershine Group Holdings Limited

永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)  
Stock Code : 8022

Interim Report **2015**

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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

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

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*This report, for which the directors of EVERSHINE GROUP HOLDINGS LIMITED (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company (the “Director(s)”), having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement in this report misleading.*

## HIGHLIGHTS

- The Group achieved a turnover of approximately HK\$15,368,000 (continuing operation: approximately HK\$14,305,000 and discontinued operation: approximately HK\$1,063,000) for the six months ended 30 June 2015 (2014: approximately HK\$13,941,000, continuing operation: approximately HK\$13,135,000 and discontinued operation: approximately HK\$806,000), representing an increase of approximately 10% as compared to the corresponding period in 2014, which is mainly attributable to an increase of travel agent services income and an increase in rental income from discontinued operations.
- Loss from ordinary activities attributable to equity shareholders of the Company was approximately HK\$8,829,000 for the six months ended 30 June 2015 (loss in 2014: approximately HK\$9,195,000), representing a decrease of approximately 4% over the corresponding period in 2014.
- Basic loss per share for continuing and discontinued operations for the six months ended 30 June 2015 was approximately HK1.07 cents (2014: approximately HK1.64 cents) and loss per share for continuing operation was approximately HK1.00 cents (2014: approximately HK1.48 cents).
- The Directors do not recommend any payment of interim dividend nor transfer of any amount to reserve for the six months ended 30 June 2015 (2014: Nil).

## INTERIM RESULTS (UNAUDITED)

For the six months ended 30 June 2015

The board of Directors (the “Board”) of the Company hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months and three months ended 30 June 2015 together with the unaudited comparative figures for the corresponding period in 2014 (the “Relevant Periods”) as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

|  | Notes | Unaudited<br>Six months ended<br>30 June |                  | Unaudited<br>Three months ended<br>30 June |                  |
|--|-------|--|------------------|--|------------------|
|  |       | 2015<br>HK\$'000                         | 2014<br>HK\$'000 | 2015<br>HK\$'000                           | 2014<br>HK\$'000 |
| <b>Continuing operations</b>                   |       |  |                  |  |                  |
| Turnover                                       | 2     | 14,305                                   | 13,135           | 5,856                                      | 8,195            |
| Cost of services                               |       | (13,132)                                 | (11,714)         | (5,202)                                    | (7,646)          |
| Gross profit                                   |       | 1,173                                    | 1,421            | 654  | 549              |
| Other income and gain                          | 2     | 304                                      | 74               | 260  | 10               |
| Operating and administrative expenses          |       | (9,140)                                  | (8,495)          | (4,965)                                    | (4,738)          |
| <b>Loss from operations</b>                    |       | <b>(7,663)</b>                           | (7,000)          | <b>(4,051)</b>                             | (4,179)          |
| Finance costs                                  | 4     | (856)                                    | (1,575)          | –  | (1,393)          |
| Loss before taxation                           | 5     | (8,519)                                  | (8,575)          | (4,051)                                    | (5,572)          |
| Taxation                                       | 6     | (3)                                      | –                | (68)                                       | –                |
| Loss after taxation from continuing operations |       | (8,522)                                  | (8,575)          | (4,119)                                    | (5,572)          |
| <b>Discontinued operations</b>                 |       |  |                  |  |                  |
| Loss from discontinued operations              |       | (1,188)                                  | (1,824)          | (653)                                      | (1,432)          |
| <b>Loss for the period</b>                     |       | <b>(9,710)</b>                           | (10,399)         | <b>(4,772)</b>                             | (7,004)          |

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

|  | Notes | Unaudited<br>Six months ended<br>30 June |                  | Unaudited<br>Three months ended<br>30 June |                  |
|--|-------|--|------------------|--|------------------|
|  |       | 2015<br>HK\$'000                         | 2014<br>HK\$'000 | 2015<br>HK\$'000                           | 2014<br>HK\$'000 |
| <b>Attributable to:</b>                        |       |  |                  |  |                  |
| <b>Equity shareholders of<br/>the Company</b>  |       |  |                  |  |                  |
| – From continuing operations                   |       | <b>(8,223)</b>                           | (8,265)          | <b>(4,009)</b>                             | (5,263)          |
| – From discontinued operations                 |       | <b>(606)</b>                             | (930)            | <b>(333)</b>                               | (809)            |
|  |       | <b>(8,829)</b>                           | (9,195)          | <b>(4,342)</b>                             | (6,072)          |
| <b>Non-controlling interests</b>               |       |  |                  |  |                  |
| – From continuing operations                   |       | <b>(299)</b>                             | (310)            | <b>(110)</b>                               | (309)            |
| – From discontinued operations                 |       | <b>(582)</b>                             | (894)            | <b>(320)</b>                               | (623)            |
|  |       | <b>(881)</b>                             | (1,204)          | <b>(430)</b>                               | (932)            |
| <b>Loss for the period</b>                     |       | <b>(9,710)</b>                           | (10,399)         | <b>(4,772)</b>                             | (7,004)          |
| <b>Loss per share</b>                          |       |  |                  |  |                  |
| From continuing and discontinued<br>operations |       |  |                  |  |                  |
| – Basic and Diluted                            | 9     | <b>(1.07 cents)</b>                      | (1.64 cents)     | <b>(0.47 cents)</b>                        | (1.08 cents)     |
| From continuing operations                     |       |  |                  |  |                  |
| – Basic and Diluted                            | 9     | <b>(1.00 cents)</b>                      | (1.48 cents)     | <b>(0.43 cents)</b>                        | (0.96 cents)     |
| From discontinued operations                   |       |  |                  |  |                  |
| – Basic and Diluted                            | 9     | <b>(0.07 cents)</b>                      | (0.16 cents)     | <b>(0.04 cents)</b>                        | (0.12 cents)     |

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

|   | Unaudited<br>Six months ended<br>30 June |                  | Unaudited<br>Three months ended<br>30 June |                  |
|---|--|------------------|--|------------------|
|   | 2015<br>HK\$'000                         | 2014<br>HK\$'000 | 2015<br>HK\$'000                           | 2014<br>HK\$'000 |
| <b>Loss for the period</b>  | <b>(9,710)</b>                           | (10,399)         | <b>(4,772)</b>                             | (7,004)          |
| <b>Other comprehensive income for the period, net of tax</b>                          |  |                  |  |                  |
| Items that may be reclassified subsequently to profit or loss                         |  |                  |  |                  |
| Exchanged differences on translation of overseas financial statements of subsidiaries | -  | (2)              | -  | -                |
| Other comprehensive income for the period   | -  | (2)              | -  | -                |
| <b>Total comprehensive expenses for the period</b>                                    | <b>(9,710)</b>                           | (10,401)         | <b>(4,772)</b>                             | (7,004)          |
| Attributable to:  |  |                  |  |                  |
| Equity shareholders of the Company  | <b>(8,829)</b>                           | (9,197)          | <b>(4,342)</b>                             | (6,072)          |
| Non-controlling interests   | <b>(881)</b>                             | (1,204)          | <b>(430)</b>                               | (932)            |
| <b>Total comprehensive expenses for the period</b>                                    | <b>(9,710)</b>                           | (10,401)         | <b>(4,772)</b>                             | (7,004)          |

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

|   | Notes | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|---|-------|---|---|
| <b>Non-current assets</b>   |       |   |   |
| Property, plant and equipment   |       | 675   | 748   |
| Intangible assets   | 10    | 37,013  | 37,860  |
| Interests in associates   |       | 19,247  | 6,000   |
| Goodwill  |       | 11,614  | 11,614  |
|   |       | <b>68,549</b>                                       | 56,222  |
| <b>Current assets</b>   |       |   |   |
| Inventories   |       | 13,026  | –   |
| Trade and other receivables   | 11    | 33,428  | 7,286   |
| Restricted bank deposits  |       | 2,151   | 1,778   |
| Cash and cash equivalents   |       | 26,954  | 7,163   |
|   |       | <b>75,559</b>                                       | 16,227  |
| <b>Assets classified as held for sales</b>  | 12    | <b>59,824</b>                                       | 59,252  |
|   |       | <b>135,383</b>                                      | 75,479  |
| <b>Current liabilities</b>  |       |   |   |
| Trade and other payables  | 13    | 20,621  | 13,444  |
| Short-term loan   |       | 2,000   | 2,000   |
| Promissory notes  | 14    | –   | 43,000  |
|   |       | <b>22,621</b>                                       | 58,444  |
| <b>Liabilities directly associated with<br/>Assets classified as held for sales</b> | 12    | <b>37,003</b>                                       | 35,244  |
|   |       | <b>59,624</b>                                       | 93,688  |
| <b>Net current assets/(liabilities)</b>   |       | <b>75,759</b>                                       | (18,209)  |
| <b>Total assets less current liabilities</b>  |       | <b>144,308</b>                                      | 38,013  |
| <b>Non-current liabilities</b>  |       |   |   |
| Deferred tax liability  |       | 1,148   | 1,277   |
|   |       | <b>1,148</b>  | 1,277   |
| <b>NET ASSETS</b>   |       | <b>143,160</b>                                      | 36,736  |
| <b>CAPITAL AND RESERVES</b>   |       |   |   |
| Share capital   | 15    | 871,164   | 755,030   |
| Reserves  |       | (707,466)   | (698,637)   |
| <b>Total equity attributable to equity<br/>shareholders of the Company</b>          |       | <b>163,698</b>                                      | 56,393  |
| <b>Non-controlling interests</b>  |       | <b>(20,538)</b>                                     | (19,657)  |
| <b>TOTAL EQUITY</b>   |       | <b>143,160</b>                                      | 36,736  |

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

|  | Attribution to equity shareholders of the Company |               |                  |                   |               |                    | Total    | Non-controlling interests | Total equity |
|--|---|---------------|------------------|-------------------|---------------|--------------------|----------|---------------------------|--------------|
|  | Share capital                                     | Share premium | Exchange reserve | Statutory reserve | Other reserve | Accumulated losses |          |                           |              |
|  | HK\$'000  | HK\$'000      | HK\$'000         | HK\$'000          | HK\$'000      | HK\$'000           | HK\$'000 | HK\$'000                  | HK\$'000     |
| At 1 January 2014  | 280,068   | 474,962       | 801              | 53                | 44            | (679,560)          | 76,368   | (16,435)                  | 59,933       |
| Transfer upon abolition of par Value under the new Hong Kong Companies Ordinance (Restated) (note) | 474,962   | (474,962)     | -                | -                 | -             | -                  | -        | -                         | -            |
| Total comprehensive expenses for the period  | -   | -             | (2)              | -                 | -             | (9,195)            | (9,197)  | (1,204)                   | (10,401)     |
| At 30 June 2014 (Restated)   | 755,030   | -             | 799              | 53                | 44            | (688,755)          | 67,171   | (17,639)                  | 49,532       |
| Total comprehensive expenses for the period  | -   | -             | (47)             | -                 | -             | (10,731)           | (10,778) | (2,018)                   | (12,796)     |
| At 31 December 2014  | 755,030   | -             | 752              | 53                | 44            | (699,486)          | 56,393   | (19,657)                  | 36,736       |
| Total comprehensive expenses for the period  | -   | -             | -                | -                 | -             | (8,829)            | (8,829)  | (881)                     | (9,710)      |
| Issue of right shares  | 81,927  | -             | -                | -                 | -             | -                  | 81,927   | -                         | 81,927       |
| Issue of placing shares  | 34,207  | -             | -                | -                 | -             | -                  | 34,207   | -                         | 34,207       |
| At 30 June 2015  | 871,164   | -             | 752              | 53                | 44            | (708,315)          | 163,698  | (20,538)                  | 143,160      |

Note:

Par value of the Company's share is retired and the relevant concepts of nominal value and share premium are abolished upon the commencement of the new Hong Kong Companies Ordinance on 3 March 2014.



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

|  | Unaudited<br>Six months ended 30 June |                  |
|--|---------------------------------------|------------------|
|  | 2015<br>HK\$'000                      | 2014<br>HK\$'000 |
| Net cash outflow from operating activities           | <b>(16,693)</b>                       | (13,497)         |
| Net cash outflow from investing activities           | <b>(36,276)</b>                       | (6,011)          |
| Net cash inflow from financing activities            | <b>72,760</b>                         | 19,584           |
| Net increase in cash and cash equivalents            | <b>19,791</b>                         | 76               |
| Cash and cash equivalents at the beginning of period | <b>7,163</b>                          | 4,973            |
| Effect of foreign exchange rate changes              | –                                     | –                |
| Cash and cash equivalents at the end of period       | <b>26,954</b>                         | 5,049            |
| Analysis of balances of cash and cash equivalents:   |                                       |                  |
| Cash and cash equivalents                            | <b>26,954</b>                         | 5,049            |

Notes:

**1. Basis of preparation and principal accounting policies**

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The accounting policies adopted in preparing the unaudited consolidated interim results are consistent with those adopted in the preparation of the annual audited consolidated financial statements for the year ended 31 December 2014.

The results of subsidiaries acquired or disposed of during the period are included in the condensed consolidated statement of profit or loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intra-group transactions and balances within the Group have been eliminated on consolidation.

The unaudited condensed consolidated interim financial statements of the Group have been prepared in accordance with the HKAS 34 "Interim Financial Reporting" issued by the HKICPA.

The unaudited condensed consolidated interim financial statements of the Group have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

## 2. Turnover, other income and gain

The Group is engaged in the provision of travel agent services, advertising and marketing services, fashion garment trading and mobile application business. On 28 December 2012, the Company exercised the put option and the discontinued operations for the artist management services as set out in note 8. Revenue recognized during the Relevant Periods is as follows:

|  | Unaudited<br>Six months ended<br>30 June |                  | Unaudited<br>Three months ended<br>30 June |                  |
|--|--|------------------|--|------------------|
|  | 2015<br>HK\$'000                         | 2014<br>HK\$'000 | 2015<br>HK\$'000                           | 2014<br>HK\$'000 |
| Turnover                                   |  |                  |  |                  |
| Continuing operations                      |  |                  |  |                  |
| Revenue from travel agent services         | <b>13,744</b>                            | 10,025           | <b>5,475</b>                               | 6,960            |
| Advertising and marketing services income  | <b>561</b>                               | 3,110            | <b>381</b>                                 | 1,235            |
| Sub-total                                  | <b>14,305</b>                            | 13,135           | <b>5,856</b>                               | 8,195            |
| Discontinued operations                    |  |                  |  |                  |
| Artist management income and rental income | <b>1,063</b>                             | 806              | <b>553</b>                                 | 721              |
| Sub-total                                  | <b>15,368</b>                            | 13,941           | <b>6,409</b>                               | 8,916            |
| Other income and gain                      |  |                  |  |                  |
| Sundries                                   | <b>301</b>                               | 6                | <b>257</b>                                 | 6                |
| Interest income                            | <b>3</b>                                 | 68               | <b>3</b>                                   | 4                |
| Sub-total                                  | <b>304</b>                               | 74               | <b>260</b>                                 | 10               |
| Total                                      | <b>15,672</b>                            | 14,015           | <b>6,669</b>                               | 8,926            |

### 3. Segmental information

The Group's operating activities are carried out in the People's Republic of China (the "PRC") and Hong Kong.

An analysis of the Group's revenues and results for the period by business segments is as follows:

(i) For the six months ended 30 June 2015 (Unaudited)

|  | Continuing operations                             |  |  | Discontinued operations                  | Total<br>HK\$'000 |
|--|---|--|--|--|-------------------|
|  | Travel agent<br>services<br>(the PRC)<br>HK\$'000 | Advertising<br>and<br>marketing<br>services<br>(Hong Kong)<br>HK\$'000 | Mobile<br>application<br>(Hong Kong)<br>HK\$'000 | Entertainment<br>(Hong Kong)<br>HK\$'000 |                   |
|  |   |  |  |  |                   |
| <b>Revenue</b>   | <b>13,744</b>                                     | <b>2,091</b>   | <b>32</b>  | <b>1,063</b>                             | <b>16,930</b>     |
| Elimination of inter-segment revenue                                 | -   | (1,530)  | (32)   | -  | (1,562)           |
| Consolidated revenue   | <b>13,744</b>                                     | <b>561</b>   | <b>-</b>   | <b>1,063</b>                             | <b>15,368</b>     |
| <b>Profit</b>  |   |  |  |  |                   |
| Reportable segment profit/(loss)                                     | (3)   | 782  | (7)  | (1,188)                                  | (416)             |
| Elimination of inter-segment profits                                 | -   | (1,530)  | (32)   | -  | (1,562)           |
| Reported segment loss derived from<br>the Group's external customers | (3)   | (748)  | (39)   | (1,188)                                  | (1,978)           |
| Unallocated items:   |   |  |  |  |                   |
| Other income and gain  |   |  |  |  | 301               |
| Operating and administrative expenses                                |   |  |  |  | (7,174)           |
| Finance costs  |   |  |  |  | (856)             |
| Loss before taxation   |   |  |  |  | (9,707)           |
| Taxation   |   |  |  |  | (3)               |
| Loss for the period  |   |  |  |  | (9,710)           |
| Attributable to:   |   |  |  |  |                   |
| Equity shareholders of the Company                                   |   |  |  |  | (8,829)           |
| Non-controlling interests  |   |  |  |  | (881)             |
| Loss for the period  |   |  |  |  | (9,710)           |

### 3. Segmental information (Continued)

(ii) For the six months ended 30 June 2014 (Unaudited)

|   | Continuing operations           |  |                        | Discontinued operations   | Total    |
|---|---------------------------------|--|------------------------|---------------------------|----------|
|   | Travel agent services (the PRC) | Advertising and marketing services (Hong Kong) | Securities (Hong Kong) | Entertainment (Hong Kong) |          |
|   | HK\$'000                        | HK\$'000                                       | HK\$'000               | HK\$'000                  | HK\$'000 |
| <b>Revenue</b>  |                                 |  |                        |                           |          |
| Consolidated revenue  | 10,025                          | 3,110  | –                      | 806                       | 13,941   |
| <b>Profit</b>   |                                 |  |                        |                           |          |
| Reportable segment loss derived from the Group's external customers | (106)                           | (748)  | (50)                   | (1,824)                   | (2,728)  |
| Unallocated items:  |                                 |  |                        |                           |          |
| Other income and gain   |                                 |  |                        |                           | 66       |
| Operating and administrative expenses                               |                                 |  |                        |                           | (6,165)  |
| Finance costs   |                                 |  |                        |                           | (1,572)  |
| Loss before taxation  |                                 |  |                        |                           | (10,399) |
| Taxation  |                                 |  |                        |                           | –        |
| Loss for the period   |                                 |  |                        |                           | (10,399) |
| Attributable to:  |                                 |  |                        |                           |          |
| Equity shareholders of the Company                                  |                                 |  |                        |                           | (9,195)  |
| Non-controlling interests   |                                 |  |                        |                           | (1,204)  |
| Loss for the period   |                                 |  |                        |                           | (10,399) |

#### 4. Finance costs

|                              | Unaudited<br>Six months ended<br>30 June |          | Unaudited<br>Three months ended<br>30 June |          |
|------------------------------|--|----------|--|----------|
|                              | 2015                                     | 2014     | 2015                                       | 2014     |
|                              | HK\$'000                                 | HK\$'000 | HK\$'000                                   | HK\$'000 |
| Interest on promissory notes | 855                                      | 1,372    | -  | 1,203    |
| Interest on finance leases   | -  | 3        | -  | 1        |
| Others                       | 1  | 200      | -  | 189      |
|                              | <b>856</b>                               | 1,575    | -  | 1,393    |

#### 5. Loss before taxation

Loss before taxation is arrived at after charging:

|   | Unaudited<br>Six months ended<br>30 June |          | Unaudited<br>Three months ended<br>30 June |          |
|---|--|----------|--|----------|
|   | 2015                                     | 2014     | 2015                                       | 2014     |
|   | HK\$'000                                 | HK\$'000 | HK\$'000                                   | HK\$'000 |
| Amortisation of intangible assets                         | 844                                      | 49       | 190  | 24       |
| Depreciation  | 415                                      | 708      | 230  | 385      |
| Operating lease charges in respect<br>of property rentals | 1,768                                    | 1,789    | 1,512                                      | 1,498    |
| Staff costs including directors'<br>emoluments            | 2,874                                    | 2,510    | 1,564                                      | 1,231    |

## 6. Taxation

No provision for Hong Kong Profits Tax has been made as the Group has no estimated assessable profits arising in Hong Kong during the Relevant Periods. PRC Enterprise Income Tax is computed according to the relevant legislation, interpretations and practices in respect thereof during the Relevant Periods. The applicable PRC income tax rate is 25%.

## 7. Directors' Remuneration

Directors' remuneration disclosed pursuant to the GEM Listing Rules and section 383(1) of the Hong Kong Companies Ordinance, are as follows:

|   | Directors'<br>Fees<br>HK\$'000 | Salaries,<br>allowances<br>and benefits<br>in kind<br>HK\$'000 | Retirement<br>scheme<br>contributions<br>HK\$'000 | Total      |
|---|--------------------------------|--|---|------------|
| <b>For the six months ended<br/>30 June 2015 (unaudited):</b> |                                |  |   |            |
| <b>Executive Directors</b>                                    |                                |  |   |            |
| Lau Yu (note xi)  | -                              | -  | -   | -          |
| Ang Lai Kuen (note xii)                                       | 7                              | -  | -   | 7          |
| Lin Yan Jenny (note ii)                                       | -                              | 190  | 8   | 198        |
| Wu Wenbei (note iii)  | -                              | 265  | -   | 265        |
| <b>Independent Non-Executive<br/>Directors</b>                |                                |  |   |            |
| Choy So Yuk (note xiii)                                       | 17                             | -  | -   | 17         |
| Lam Yuk Ying Elsa (note vii)                                  | 70                             | -  | -   | 70         |
| Liu Kwong Sang (note ix)                                      | 70                             | -  | -   | 70         |
| He Qinglong (note xiv)  | 57                             | -  | -   | 57         |
|   | <b>221</b>                     | <b>455</b>   | <b>8</b>  | <b>684</b> |

## 7. Directors' Remuneration (Continued)

|   | Directors'<br>Fees<br>HK\$'000 | Salaries,<br>allowances<br>and benefits<br>in kind<br>HK\$'000 | Retirement<br>scheme<br>contributions<br>HK\$'000 | Total |
|---|--------------------------------|--|---|-------|
| <b>For the six months ended<br/>30 June 2014 (unaudited):</b> |                                |  |   |       |
| <b>Executive Directors</b>                                    |                                |  |   |       |
| Au Yeung Yiu Chung (note i)                                   | –                              | 56   | 3   | 59    |
| Lin Yan Jenny (note ii)                                       | –                              | 150  | 6   | 156   |
| Wu Wenbei (note iii)  | –                              | 150  | –   | 150   |
| Woo Sai Man Stephen<br>(note iv)                              | –                              | –  | –   | –     |
| Zhang He (note v)   | –                              | –  | –   | –     |
| <b>Independent Non-Executive<br/>Directors</b>                |                                |  |   |       |
| Ho Kenneth Kai Chung (note vi)                                | 30                             | –  | –   | 30    |
| Lam Yuk Ying Elsa (note vii)                                  | 60                             | –  | –   | 60    |
| Lau Shu Yan (note viii)                                       | 5                              | –  | –   | 5     |
| Liu Kwong Sang (note ix)                                      | 55                             | –  | –   | 55    |
| Yiu Yuen Kai (note x)   | 55                             | –  | –   | 55    |
|   | 205                            | 356  | 9   | 570   |

### Notes:

- (i) Au Yeung Yiu Chung, appointed as executive Director on 10 March 2012 and resigned as executive Director on 1 April 2014.
- (ii) Lin Yan Jenny, appointed as executive Director on 27 May 2013 and retired as executive Director on 20 May 2014, re-appointed as an executive Director on 23 May 2014 and resigned as executive Director on 10 June 2015.
- (iii) Wu Wenbei, appointed as executive Director on 20 June 2013 and chairman of the Company on 1 October 2014 and retired as executive Director and the chairman of the Company on 19 June 2015.
- (iv) Woo Sai Man Stephen, appointed as executive Director on 20 May 2014 and resigned as executive Director on 23 May 2014.



## 7. Directors' Remuneration (Continued)

Notes: (Continued)

- (v) Zhang He, appointed as executive Director on 20 May 2014 and resigned as executive Director on 23 May 2014.
- (vi) Ho Kenneth Kai Chung, appointed as independent non-executive Director on 22 November 2013 and resigned as independent non-executive Director on 1 April 2014.
- (vii) Lam Yuk Ying Elsa, appointed as independent non-executive Director on 2 September 2013.
- (viii) Lau Shu Yan, appointed as independent non-executive Director on 11 July 2012 and resigned as independent non-executive Director on 16 January 2014.
- (ix) Liu Kwong Sang, appointed as independent non-executive Director on 16 January 2014 and retired as independent non-executive Director on 20 May 2014 and re-appointed as an independent non-executive Director on 23 May 2014.
- (x) Yiu Yuen Kai, appointed as independent non-executive Director on 16 January 2014 and resigned as independent non-executive Director on 1 December 2014.
- (xi) Lau Yu, appointed as executive Director on 12 May 2015 and chairman of the Company on 19 June 2015.
- (xii) Ang Lai Kuen, appointed as executive Director on 26 June 2015.
- (xiii) Choy So Yuk, BBS, JP, appointed as independent non-executive Director on 12 May 2015.
- (xiv) He Qinglong, appointed as independent non-executive Director on 1 December 2014 and retired as independent non-executive Director on 19 June 2015.

There was no amount paid to any Directors as an inducement to join or upon joining the Group or as compensation for loss of office. Mr. Lau Yu has agreed to waive his remuneration for the period ended 30 June 2015. Save for the above, there was no arrangement under which a director waived or agreed to waive any remuneration for the six months ended 30 June 2015 and the corresponding period in 2014.

## 8. Discontinued operations

### *Fountain City Group*

Pursuant to the agreement entered between the Company and Diwang Limited (the “Vendor”) in connection to the acquisition of the 51% equity interest of Fountain City Holdings Limited and its subsidiaries (“Fountain City Group”) dated on 7 October 2010, the Vendor irrevocably granted to the Company the put option exercisable at any time and from time to time during the option period by notice in writing to the Vendor to require the Vendor to purchase all the option shares from the Company at the option exercise price.

The Company may only exercise the put option on the conditions that:

- (i) the gross profit of the Fountain City Group for the first period shall be less than HK\$15,000,000; or
- (ii) the gross profit of the Fountain City Group for the second period shall be less than HK\$30,000,000.

For the purpose of ascertaining the gross profit for the first period or as relevant, the second period, the Vendor and the Company shall jointly instruct and direct the auditors for the time being of the Fountain City Group to issue the auditors’ certificate stating the amount of actual gross profit for the first period or as relevant, the second period before the date falling two months from the end of the first period or as relevant, the end of the second period.

The rights of the Company to exercise the put option shall be restricted to within one month from the date of the issuance of the auditors’ certificate for the first period or as relevant, the second period (the “option period”) and the right of the Company to exercise the put option shall lapse after expiration of the relevant option period.

The Vendor has acknowledged to the Company that the actual gross profit for the second period is less than HK\$30,000,000 and the Vendor and the Company agreed to waive the requirement for the issuance of the auditors’ certificate. The put option was exercised by the Company on 28 December 2012.

The Directors has served an option notice on the Vendor under the agreement stating its intention to exercise the put option and required the Vendor to purchase the option shares from the Company at the pre-agreed option exercise price of HK\$58,650,000.

Completion of the disposal will take place 180 days of the later of: (i) the option notice being received by the Vendor; or (ii) any regulatory authorisations, consents or approvals being obtained.

Completion of the disposal is conditional upon satisfaction of any regulatory authorisations, consents or approvals being obtained (including all regulatory authorisations under the GEM Listing Rules) in relation to the disposal and the passing of all the necessary resolution(s) by the independent shareholders pursuant to the GEM Listing Rules.

## 9. Loss per share

The calculation of the basic loss per share is based on loss attributable to ordinary equity shareholders (the "Shareholders") of the Company for the six months and three months ended 30 June 2015 of HK\$8,829,000 and HK\$4,342,000 respectively (2014: loss of HK\$9,195,000 and HK\$6,072,000 respectively) and the weighted average of 823,184,000 and 926,379,000 (2014: 560,137,000 and 560,137,000) ordinary shares respectively in issue during the period.

The diluted loss per share for the period is equal to the basic loss per share as the share options were anti-dilutive.

## 10. Intangible assets

- (a) Travel agency licenses represent the rights to operate travel agency business within and outside the PRC. The useful life of travel agency licenses is 10 years.
- (b) Operating rights, which was acquired through acquisition of a subsidiary, represented the Group hold the PRC operating rights of a mobile game app of the name "Ninja in Barrel". The useful life of operating rights is 3 years. No amortisation charged for the 6 months ended 30 June 2015 since the game was still under test stage and yet to launch to the market.
- (c) Mobile application, which was acquired through business combination, represented an application specifically built for mobile device user named "Patologue". The useful life of mobile application is 5 years.

## 11. Trade and other receivables

|                            | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|----------------------------|---|---|
| Trade debtors (note a & b) | 3,124   | 913   |
| Other receivables          | 5,603   | 3,542   |
| Rental and other deposits  | 21,695  | 1,247   |
|                            |   |   |
| Loans and receivables      | 30,422  | 5,702   |
| Prepayments                | 3,006   | 1,584   |
|                            |   |   |
|                            | 33,428  | 7,286   |

**11. Trade and other receivables (Continued)**

(a) *Ageing analysis*

The ageing analysis of trade debtors at the reporting date is as follows:

|  | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|--|---|---|
| Within 1 month                         | <b>2,850</b>  | 369   |
| More than 1 month but within 3 months  | <b>24</b>   | 195   |
| More than 3 months but within 6 months | <b>-</b>  | 196   |
| More than 6 months                     | <b>250</b>  | 153   |
|  | <b>3,124</b>  | 913   |

(b) *Trade debtors that are not impaired*

The ageing analysis of trade debtors that are neither individually nor collectively considered to be impaired are as follows:

|                               | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|-------------------------------|---|---|
| Neither past due nor impaired | <b>3,124</b>  | 563   |
| Less than 1 month past due    | <b>-</b>  | 350   |
|                               | <b>3,124</b>  | 913   |

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

**12. Assets held for sales**

|   | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|---|---|---|
| Assets  |   |   |
| Derivative financial instruments — Put Options  | <b>52,650</b>                                       | 52,650  |
| Property, plant and equipment   | <b>821</b>  | 1,152   |
| Other receivables, deposits and payment   | <b>5,429</b>  | 4,579   |
| Amounts due from non-controlling equity holders of subsidiaries                                     | <b>799</b>  | 799   |
| Bank balances and cash  | <b>125</b>  | 72  |
| <b>Assets classified as held for sales</b>  | <b>59,824</b>                                       | 59,252  |
| Liabilities   |   |   |
| Other payables and accrued charges  | <b>11,913</b>                                       | 10,154  |
| Receipt in advance  | <b>17</b>   | 17  |
| Amounts due to a related company  | <b>918</b>  | 918   |
| Amounts due to directors  | <b>23,960</b>                                       | 23,960  |
| Finance lease payable   | <b>195</b>  | 195   |
| <b>Liabilities directly associated with assets<br/>classified as held for sales</b>                 | <b>37,003</b>                                       | 35,244  |
| <b>Net assets directly associated with disposal group<br/>(excluding non-controlling interests)</b> | <b>22,821</b>                                       | 24,008  |

### 13. Trade and other payables

|  | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|--|---|---|
| Trade creditors (note a)                         | <b>5,126</b>  | 2,154   |
| Other payables and accrued charges               | <b>7,148</b>  | 5,253   |
| Amounts due to related persons                   | –   | 3,010   |
| Other taxes and government surcharges payables   | <b>9</b>  | 13  |
| Financial liabilities measured at amortised cost | <b>12,283</b>                                       | 10,430  |
| Receipts in advance (note b)                     | <b>8,338</b>  | 3,014   |
|  | <b>20,621</b>                                       | 13,444  |

(a) *Ageing analysis*

The ageing analysis of trade creditors at the reporting date is as follows:

|                                       | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|---------------------------------------|---|---|
| Within 1 month                        | <b>3,332</b>  | 453   |
| More than 1 month but within 3 months | <b>1,500</b>  | 1,084   |
| More than 3 months                    | <b>294</b>  | 617   |
|                                       | <b>5,126</b>  | 2,154   |

(b) The amounts represent prepaid service income from customers, for which the related services are expected to be rendered within one year from the reporting date.

#### 14. Promissory notes

|  | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|--|---|---|
| At 1 January   | <b>43,000</b>                                       | –   |
| Promissory notes issued (note a, b, c, d and e)        | –   | 85,162  |
| Settlement of promissory notes (note a, b, c, d and e) | <b>(43,855)</b>                                     | (46,758)  |
| Interest charge  | <b>855</b>  | 4,596   |
| At end of period/year                                  | <b>–</b>  | 43,000  |

Notes:

- (a) On 18 March 2014, the Company issued a promissory note in the principal amount of HK\$15,000,000 (the "P. Note 1") for general working capital. The P. Note 1 bears an interest of 2.5% per month and is transferable.

The principal amount of P. Note 1 was fully paid on 17 June 2014.

- (b) On 16 June 2014, the Company issued a promissory note in the principal amount of HK\$20,000,000 (the "P. Note 2"). The P. Note 2 bear an interest of 30% per annum and fall due on 15 September 2014.

According to supplemental agreement dated on 29 December 2014, China Times Finance Limited (the "Lender") agreed to amend the repayment date to 31 January 2015. The Group have to pay the Lender the interest expenses of the loan from 16 September 2014 to 31 January 2015 in approximately HK\$2,268,000.

The principal amount of P. Note 2 was fully paid on 10 February 2015.

- (c) On 25 August 2014, the Company issued a promissory note in the principal amount of HK\$30,000,000 (the "P. Note 3") for the completion of the acquisition Worthy Victory Limited. The P. Note 3 bears interest at 2% per annum and fall due on 24 August 2015. The Company has the right to redeem in full or in part of the P. Note 3 prior to the maturity date.

The Company repaid the principal amount of HK\$30,000,000 on 30 December 2014 and the noteholder agreed to waive any accrued interest payable to him.

## 14. Promissory notes (Continued)

Notes: (Continued)

- (d) On 17 November 2014, the Company issued a promissory note in the principal amount of HK\$18,000,000 (the "P. Note 4") for the completion of the acquisition Patalogue Limited. The P. Note 4 bears interest at 2% per annum and fall due on 17 November 2015.

The Company repaid the principal amount of HK\$18,000,000 on 13 February 2015 and the noteholder agreed to waive any accrual interest payable to him.

- (e) On 17 December 2014, the Company issued a promissory note in the principal amount of HK\$5,000,000 (the "P. Note 5") for general working capital. The P. Note 5 bears an interest of 24% per annum and fall due on 16 February 2015.

The principal amount of the P. Note 5 was fully paid on 23 February 2015.

- (f) Due to the short maturity date, the carrying amount of promissory note approximates to its fair value.

## 15. Share capital

|   | As at 30 June 2015                |                             | As at 31 December 2014          |                           |
|---|-----------------------------------|-----------------------------|---------------------------------|---------------------------|
|   | Number of shares '000 (Unaudited) | Amount HK\$'000 (Unaudited) | Number of shares '000 (Audited) | Amount HK\$'000 (Audited) |
| <b>Issued and fully paid:</b>                           |                                   |                             |                                 |                           |
| At 1 January  | <b>560,137</b>                    | <b>755,030</b>              | 560,137                         | 280,068                   |
| Issue of right shares                                   | <b>280,068</b>                    | <b>81,927</b>               | –                               | –                         |
| Issue of placing shares                                 | <b>112,026</b>                    | <b>34,207</b>               | –                               | –                         |
| Transfer from share premium upon abolition of par value | –                                 | –                           | –                               | 474,962                   |
| <b>At end of period/year</b>                            | <b>952,231</b>                    | <b>871,164</b>              | 560,137                         | 755,030                   |

Note: Par value of the Company's shares is retired and the relevant concepts of nominal value and share premium are abolished upon the commencement of the new Hong Kong Companies Ordinance on 3 March 2014.



## 16. Commitments

### (a) Operating lease commitments

As lessee

As at 30 June 2015, the Group had total future minimum lease payments under non-cancellable operating leases falling as follows:

|                              | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|------------------------------|---|---|
| Within one year              | 2,617   | 3,205   |
| In the second to fifth years | 6,645   | 8,036   |
|                              | <b>9,262</b>  | 11,241  |

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of 2 to 4 years. The leases did not include extension options. None of the leases includes contingent rentals.

As lessor

As at 30 June 2015, the Group had total future minimum lease receivable under non-cancellable operating leases with its tenants falling due as follows:

|                              | As at<br>30 June<br>2015<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2014<br>HK\$'000<br>(Audited) |
|------------------------------|---|---|
| Within one year              | 680   | 1,700   |
| In the second to fifth years | -   | -   |
|                              | <b>680</b>  | 1,700   |

**16. Commitments (Continued)**

(b) *Capital commitment*

As at 30 June 2015, the Group had the following capital commitment:

|                                     | <b>As at<br/>30 June<br/>2015<br/>HK\$'000<br/>(Unaudited)</b> | <b>As at<br/>31 December<br/>2014<br/>HK\$'000<br/>(Audited)</b> |
|-------------------------------------|--|--|
| Contracted but not provided for     |  |  |
| — Capital injection of a subsidiary | -  | 7,000  |

**17. Interim dividend**

The Directors do not recommend any payment of interim dividend nor transfer of any amount to reserve for the six months ended 30 June 2015 (2014: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

#### *Liquidity and Financial Resources*

As at 30 June 2015, the total assets of the Group was approximately HK\$204 million (31 December 2014: HK\$132 million), including cash and bank balances and restricted bank deposits of approximately HK\$29 million (31 December 2014: HK\$9 million). The gearing ratio of the Group expressed in total debt as a percentage of net assets was 42.45% (31 December 2014: 258.51%). The Group changed to net current assets and net assets position of approximately HK\$76 million and HK\$143 million respectively (31 December 2014: net current liabilities and net assets position of approximately HK\$18 million and HK\$37 million respectively). The gearing ratio and the financial positions were greatly improved as at 30 June 2015 when compared with 31 December 2014 which is due to the financing activities including rights issue, placing of new shares and settlement of promissory notes during the six months ended 30 June 2015.

#### *Charges on Group's Assets*

On 11 December 2014, a secured and unguaranteed loan facility amounting to HK\$2,000,000 has been granted to the Group ("Loan Facility"). The Loan Facility was secured by a charge over the entire issued and paid up capital of a subsidiary of the Company – Argos (China) Investment Limited. The interest rate is 1% over Prime Lending Rate per annum.

The Group shall repay the Loan Facility upon expiry of 6 months after the drawdown date.

On 29 May 2015, the maturity date of the loan has been extended to 24 December 2015.

#### *Turnover*

The unaudited consolidated turnover of the Group for the six months ended 30 June 2015 was approximately HK\$15,368,000 (2014: approximately HK\$13,941,000) representing an increase of approximately 10% over the corresponding period in 2014, which is mainly attributable to an increase of travel agent services income and an increase in rental income from discontinued operations.

#### *Loss for the period*

The loss for the period of the Company was approximately HK\$9,710,000 for the six months ended 30 June 2015 (2014: approximately HK\$10,399,000), representing a decrease of approximately 7% over the corresponding period in 2014, which is mainly attributable to a decrease in loss from discontinued operations. It consists of an increase in rental income and a decrease in operating and administrative expenses.

#### *Loss attributable to equity shareholders*

The loss attributable to equity shareholders of the Company was approximately HK\$8,829,000 for the six months ended 30 June 2015 (2014: approximately HK\$9,195,000).

#### *Basic loss per share*

For the six months ended 30 June 2015, basic loss per share was approximately HK1.07 cents (2014: approximately HK1.64 cents).

#### *Foreign currency risk*

The majority of the Group's transactions, income and expenditure, bank loan and other borrowings are denominated in HK\$ and Renminbi ("RMB"), no hedging or other arrangements to reduce the currency risk have been implemented during the six months ended 30 June 2015 as the Board considers that the potential foreign exchange exposure of the Group is limited.

#### *Commitments*

The details of the capital commitments incurred during the period ended 30 June 2015 are set out in note 16.

#### *Contingent liabilities*

As at 30 June 2015, the Group had no material contingent liabilities (31 December 2014: Nil).

#### *Information required under Section 436 of the Companies Ordinance*

The financial information relating to the Company for the period ended 30 June 2015 and 2014 included in this report is derived from, but does not constitute the Company's statutory annual consolidated financial statements for these two years.

The Company has delivered the financial statements for the year ended 31 December 2014 to the Registrar of Companies of Hong Kong as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance").

The Company's auditor has reported on the financial statements of the Group for the year ended 31 December 2014. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

### **Rights Issue on the basis of one rights share for every two shares held**

On 12 December 2014, the Company proposed to raise approximately HK\$84 million, before expenses, by issuing 280,068,452 new shares (the "Rights Shares") to the qualifying shareholders of the Company at a subscription price of HK\$0.30 per Rights Share by way of rights issue on the basis of one Rights Share for every two shares held on 23 December 2014. 280,068,452 Rights Shares have been issued on 9 February 2015. The net proceeds of the Group from the rights issue were approximately HK\$81,000,000.

Please refer to the Company's announcements dated 12 December 2014 and 6 February 2015, Company's prospectus dated 14 January 2015 and the Company's 2014 annual report released on 30 March 2015 for details.

### **Placing of new shares**

On 14 April 2015, the Company entered into the Placing Agreement with KGI Asia Limited (the "Placing Agent") pursuant to which the Placing Agent agreed to place, on a best effort basis, the Placing Shares comprising up to an aggregate of 112,026,000 new Shares at the Placing Price of HK\$0.31 per Placing Share on behalf of the Company to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. On 22 April 2015, an aggregate of 112,026,000 Placing Shares under the Placing have been successfully placed by the Placing Agent under the Placing Agreement, at the placing price of HK\$0.31 per Placing Share to not less than six Placees pursuant to the terms of the Placing Agreement. The gross proceeds from the Placing are approximately HK\$34.7 million, and the net proceeds of the Placing, after deduction of the placing commission and other related expenses, amount to approximately HK\$34 million. The Directors expected that the net proceeds will be applied for general working capital of the Group.

Please refer to the Company's announcements dated 14 April 2015 and 22 April 2015 for details.

## **Employees and Remuneration Policy**

The total of employee remuneration, including that of the Directors, for the six months ended 30 June 2015 amounted to approximately HK\$2,874,000. The Group remunerates its employees based on their performance, experience and the prevailing industry practice.

## **Operational Review and Prospect**

Last year, the Company has changed its name from TLT Lottotainment Group Limited to Evershine Group Holdings Limited. This name change provides us a new image moving forward and signifies a new direction and strategy of the Group – which is to increase synergy among the Group’s core businesses and seek new revenue sources and favorable opportunities by ways of acquisitions and capital investment.

The operation of the travel agency business has been unprofitable during the period. We will continue to take a prudent approach in further developing of the travel agency business.

Advertising and marketing business have recorded a loss during the period. The management team is in the course of reviewing the business plans and revenue model in addition to exploring collaboration opportunities to enhance the profitability of this business segment.

The mobile application business segment is a new contributor to the revenue of the Group last year and the management team believes the rapidly growing mobile application market will bring forth huge business opportunities. Through acquisition, the Group has participated in mobile game publishing and cloud marketing business. The management is confident that mobile application businesses will become a major contributor to the Group’s revenue in the coming years.

In 2015, ongoing improvements in the global economy are expected and this understanding will form the basis of developing the Group’s business strategies moving forward. We will ensure stable and healthy business growth by leveraging on our strengths and experiences, while actively seeking investment opportunities in various business segments.

## Information on Possible Acquisitions

(i) *The memorandum of understanding in relation to a proposed acquisition*

On 5 December 2014, the Company and Starways Holding Inc. entered into a memorandum of understanding (the “MOU 1”) in relation to the proposed acquisition of the entire issued share capital of Great Empire International Group Limited (the “Target”). The Target indirectly holds a wholly-owned subsidiary in the PRC, namely 深圳市博泰生物技術應用管理有限公司 which engages in tumor treatment technology development and applications. The MOU 1 is not legally binding with regard to the proposed acquisition, and the proposed acquisition may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the shares of the Company.

On 5 June 2015, the Company and Starways Holding Inc. agreed by way of extension letter to extend the inspection period for a further 3 months. The extended inspection period shall end on 5 September 2015.

Details refer to the Company’s announcement dated 5 December 2014.

(ii) *The memorandum of understanding in relation to a proposed acquisition*

On 9 April 2015, the Company and Cheng Kwok Wo (the “Vendor A”) entered into a memorandum of understanding (the “MOU 2”) in relation to the proposed acquisition of 100% of the issued share capital of Fortune Ford Limited (the “Target Company”). Upon the entering into of the MOU 2, the Company paid to the Vendor A the sum of HK\$20,000,000 as deposit, which will be fully refunded to the Company subject to the terms and conditions of the MOU 2. The Target Company will procure a wholly owned subsidiary to be established in the PRC to purchase 90% of the equity interests of 柘城縣襄安陵有限公司, a company established in the PRC with limited liability, which holds 100% of the right for construction and trading of a cemetery named 柘城縣襄安陵公墓 located at Zhecheng County, Henan Province, the PRC. The MOU 2 is not legally binding with regard to the proposed acquisition, it may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the shares.

Details refer to the Company’s announcement dated 9 April 2015.

(iii) *The memorandum of understanding in relation to a proposed acquisition*

On 27 April 2015, the Company and Prosperous Glory Limited (the “Vendor”) entered into a memorandum of understanding (the “MOU 3”) in relation to the proposed acquisition of the Property (as defined below). The Property comprises of (a) the club house and the commercial complex on the 1st floor and 2nd floor (with saleable area 4,221.9 square meters); and (b) a hotel service apartment tower on the 4th floor to the 22nd floor with 249 units (with saleable area 22,258.94 square meters) of a commercial complex known as the phase II of Yaoxing Peninsula Holiday Villa (耀星半島假日莊園) which is situated at Lao Fan Dian Cun, Song County, Luoyang City, Henan Province, the PRC (the “Property”). In consideration of the Vendor agreeing to enter into the MOU 3, the Company paid to the Vendor the sum of HK\$30,000,000 as deposit which will be fully refunded to the Company subject to the terms and conditions of the MOU 3.

On 12 May 2015, the Company and the Vendor entered into a termination agreement (the “Termination Agreement”), pursuant to which the parties thereto have agreed to terminate the MOU 3 with immediate effect in consideration of the Vendor agreeing to pay the Company a sum of HK\$30,000,000 in cash upon signing of the Termination Agreement, and in consideration of each of the Vendor and the Company agreeing to release and discharge each other from their respective past, present and future duties, obligations and liabilities as set out in the MOU 3, notwithstanding any clauses therein.

Details refer to the Company’s announcements dated 27 April 2015 and 12 May 2015.

## **Update on Disposal of Subsidiaries**

### *Update on exercise of put option and settlement deed for Fountain City Group*

As disclosed in the Company’s announcement dated 28 December 2012, regarding the exercise of put option in relation to Fountain City group, on 28 December 2012, the Company and the Vendor, have agreed on the exercise by the Company of the Put Option of Fountain City Holdings Limited (the “Disposed Company”) to put back the Sale Shares to the Vendor at the Put Option Price of HK\$58,650,000 as the Vendor had acknowledged that the Disposed Company was loss making.

The Disposed Company was a 51% owned subsidiary of the Group. The principal business of the Disposed Company and its subsidiaries is (i) entertainment programme production; (ii) events organization; and (iii) TV-series production.



As disclosed in the Company's announcement dated 26 August 2013, the Disposal was approved by the shareholders of the Company (the "Shareholders") at the extraordinary general meeting held on 26 August 2013. Accordingly, the Completion shall take place on or before 24 February 2014 which is 180 days after the Disposal is approved by the Shareholders and the Option Exercise price shall be satisfied by the Vendor to the Purchaser on the same day. However the Vendor has failed to effect payments of the Option Exercise Price and the Loans pursuant to the Agreement and the Verbal Agreement.

As disclosed in the Company's announcement dated 24 March 2014, after negotiations with the Vendor and the Guarantor, the parties entered into a deed of settlement pursuant to which the Vendor and the Guarantor jointly and severally covenant to the Purchaser that they shall effect payment of the Option Exercise Price and the Loans in the aggregate amount of HK\$64,894,000 by four equal instalment payments of HK\$16,223,500 each with the first instalment payment to be made on or before 24 September 2014, the second instalment payment to be made on or before 24 December 2014, the third instalment payment to be made on or before 24 March 2015 and the fourth payment to be made on or before 24 June 2015.

On 30 December 2014, the Vendor effected partial payment of HK\$6,000,000 out of the aggregate amount of HK\$64,894,000 pursuant to the Settlement Deed.

After negotiations with the Vendor and the Guarantor, the parties have reached a settlement relating to the overdue of the outstanding balance of the settlement sum of HK\$58,894,000 (the "Outstanding Settlement Sum") and a supplemental deed (the "Supplemental Deed") was entered into among the Purchaser, the Vendor and the Guarantor on 20 March 2015, pursuant to which the Vendor and the Guarantor jointly and severally covenant to the Purchaser that the Outstanding Settlement Sum shall be paid and settled by two equal instalment payments of HK\$29,447,000 each, payable on or before the expiration of six months and twelve months from the date of the Supplemental Deed respectively.

The settlement was reached after arm's length negotiations between the Company, the Vendor and the Guarantor. In light of the global financial crisis and economic slowdown, which has adversely affected the ability of the Vendor and Guarantor to perform their respective obligations under the Settlement Deed, and the fact that the Vendor has made a payment of HK\$6,000,000 on 30 December 2014 reassures that the Vendor has the intention to settle the Outstanding Settlement Sum. The Company has decided to not include interest accrued on the Outstanding Settlement Sum in order to speed up the negotiation procedures. The Company believes the entering into of the Supplemental Deed will save legal and professional costs, however, the Company reserves its rights to commence legal proceedings against the Vendor and/or the Guarantor if they fail to honour their payment obligations under the Supplemental Deed. All the Directors including the independent non-executive Directors have confirmed that the terms of the Supplemental Deed are fair and reasonable, are on normal commercial terms and are in the interests of the Company and its shareholders as a whole. The Company will provide periodic updates by way of announcement regarding the Disposal as and when appropriate.

Detail refer to the Company's announcements dated 8 January 2013, 26 August 2013, 24 March 2014 and 20 March 2015 and the Company's circular dated 8 August 2013.

## **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 30 June 2015, the following Directors or chief executives of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules.

| <b>Name of Director</b> | <b>Capacity/nature of interests</b> | <b>Number of ordinary share(s) held</b> | <b>Number of underlying share(s) held</b> | <b>Approximate percentage of the Company's issued share capital</b> |
|-------------------------|-------------------------------------|---|---|---|
| Mr. Lau Yu              | Beneficial Owner                    | 173,653,000                             | -   | 18.24%  |

All the interests disclosed above represent long position in the shares.

Save as disclosed above, as at 30 June 2015, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Rule 5.46 of the GEM Listing Rules.

## **SHARE OPTION SCHEMES**

A share option scheme was adopted on 30 July 2001, amended on 2 December 2008 by the Shareholders (the “Old Scheme”) under which the Directors may, at their discretion, grant options to themselves and any employees of the Group entitling them to subscribe for shares representing up to a maximum of 10 per cent of the shares in the Company in issue from time to time (excluding shares which have been allotted and issued pursuant to the Old Scheme). The Old Scheme was terminated and a new share option scheme (the “New Scheme”) was adopted on 9 May 2011 by the Shareholders. The purpose of the New Scheme is to enable the Company to grant options to participants as incentives and rewards for their contribution to the Company or its subsidiaries.

There is no outstanding share option under the Old Scheme as at 1 January 2015 and 30 June 2015 and no options have been granted under the New Scheme since its adoption.

## **DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Other than as disclosed under the sections “Share Option Schemes” and “Directors’ and chief executives’ interests and short position in the shares, underlying shares and debentures” above, at no time during the six months ended 30 June 2015 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (“Model Code”). The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings as set out in the Model Code throughout the period under review. The Company was not aware of any non-compliance during the six months ended 30 June 2015.

## **SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES**

As at 30 June 2015, the Company has not been notified by any person (other than the Directors or chief executives) who had an interest or short position in the shares or underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY**

During the six months ended 30 June 2015, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

## **COMPETING INTERESTS**

During the six months ended 30 June 2015, as far as the Directors are aware of, none of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group.

## **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit committee of the Company (the "Audit Committee") are the review and supervision of the Group's financial and accounting policies and practices, financial controls, internal controls and risk management systems. The Audit Committee comprises three independent non-executive Directors, namely Mr. Liu Kwong Sang (Chairman), Ms. Choy So Yuk, BBS, JP, and Ms. Lam Yuk Ying, Elsa.

The Audit Committee has reviewed with the management of the Company, the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited consolidated financial statements for the six months ended 30 June 2015.

## **CORPORATE GOVERNANCE**

For the six months ended 30 June 2015, the Company has complied with all the code provisions as set out in the Corporate Governance Code (the “CG Code”) in Appendix 15 of the GEM Listing Rules except for the code provisions A.2.1, A.4.1, A.6.7 and E.1.2 of the CG Code, as set out below.

According to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. During the period under review, Mr. Wu Wenbei was the chairman of the Company until 19 June 2015. Mr. Lau Yu was appointed as the chairman of the Company on 19 June 2015 after the retirement of Mr. Wu as the chairman. The Company does not have a chief executive officer (the “CEO”). The Board will keep reviewing the current structure of the Board from time to time and should candidates with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the post of the CEO as appropriate and will make further announcement in due course.

According to code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term of service. None of the independent non-executive Directors have entered into a service contract or an appointment letter with the Company for a specific term of service but their appointments are subject to retirement by rotation and offers themselves for re-election at the annual general meeting at least once for every three years in accordance with the articles of association of the Company. The Company believes such practice meets the same objective and is no less exacting than those prescribed under code provision A.4.1.

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. In addition, Under the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting and he should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. During the six months ended 30 June 2015, the annual general meeting of the Company held on 19 June 2015 (the “AGM”), Ms. Lam Yuk Ying, Elsa (chairman of nomination committee), Ms. Choy So Yuk, BBS, JP (chairman of remuneration committee) and Mr. He Qinglong did not attend the AGM to answer questions of the Shareholders due to other business engagement but they have appointed the other attended Directors as their representative at the meeting to answer questions of the Shareholders.

## **CHANGES IN INFORMATION OF DIRECTORS**

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the Company discloses the changes in information of the Directors as follows:

On 12 May 2015, (i) Mr. Lau Yu, has been appointed as an executive Director; (ii) Mr. Liu Kwong Sang has tendered his resignation as the chairman but remained as a member of the remuneration committee of the Company; (iii) Ms. Choy So Yuk, BBS, JP has been appointed as independent non-executive Director and a member of each of the audit committee and the nomination committee and the chairman and member of the remuneration committee of the Company.

On 10 June 2015, Ms. Lin Yan, Jenny has resigned as an executive Director.

On 19 June 2015, (i) Mr. Wu Wenbei has retired as an executive Director, the chairman of the Company and the compliance officer of the Company; (ii) Mr. Lau Yu has been appointed as the chairman of the Company and the compliance officer of the Company; (iii) Mr. He Qinglong has retired as an independent non-executive Director and ceased to act as the members of the audit committee, the remuneration committee and nomination committee of the Company.

On 26 June 2015, Ms. Ang Lai Kuen has been appointed as an executive Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

By order of the Board  
**Evershine Group Holdings Limited**  
**Lau Yu**  
*Chairman and executive Director*

Hong Kong, 7 August 2015

*As of the date hereof, the executive Directors are Mr. Lau Yu and Ms. Ang Lai Kuen; and the independent non-executive Directors are Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Ms. Choy So Yuk, BBS, JP.*