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EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (the “**Meeting**”) of EverChina Int'l Holdings Company Limited (the “**Company**”) will be held at Unit 1506, 15/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 3 September 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

Ordinary Resolutions

1. “**THAT:**

- (i) the disposal agreement (the “**Disposal Agreement 1**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) dated 27 May 2021 entered into between 國中(天津)水務有限公司 (Interchina (Tianjin) Water Treatment Company Limited*), a wholly-owned subsidiary of the Company, as vendor and Mr. Jiang Zhaobai as purchaser in relation to the disposal of 51,060,000 shares in the capital of 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited*) that are not subject to selling restrictions at the aggregate consideration of RMB119,991,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Disposal Agreement 1 and the transactions contemplated thereunder.”

2. “**THAT:**

- (i) the disposal agreement (the “**Disposal Agreement 2**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) dated 27 May 2021 entered into between 國中(天津)水務有限公司 (Interchina (Tianjin) Water Treatment Company Limited*), a wholly-owned subsidiary of the Company, as vendor and Mr. Jiang Lei as purchaser in relation to the disposal of 50,540,000 shares in the capital of 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited*) that are not subject to selling restrictions at the aggregate consideration of RMB118,769,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Disposal Agreement 2 and the transactions contemplated thereunder.”

3. “**THAT:**

- (i) the disposal agreement (the “**Disposal Agreement 3**”, a copy of which has been produced to the meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) dated 27 May 2021 entered into between 國中(天津)水務有限公司 (Interchina (Tianjin) Water Treatment Company Limited*), a wholly-owned subsidiary of the Company, as vendor and 上海鵬欣(集團)有限公司 (Shanghai Pengxin (Group) Co., Ltd*) as purchaser in relation to the disposal of 125,712,500 shares in the capital of 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited*) that are not subject to selling restrictions at the aggregate consideration of RMB295,424,375 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Disposal Agreement 3 and the transactions contemplated thereunder.”

4. “**THAT** Mr. Ng Ge Bun be and is hereby re-elected as an independent non-executive director of the Company.”

By order of the Board
EverChina Int’l Holdings Company Limited
Lam Cheung Shing, Richard
Chief Executive Officer and Executive Director

Hong Kong, 26 July 2021

Registered office:

Suites 601–603, 6th Floor
Everbright Centre
108 Gloucester Road
Wanchai, Hong Kong

* *For identification purpose only*

Notes:

1. A shareholder of the Company entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company (the “**Share**”), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. As at the date of this notice, the executive directors of the Company are Mr. Jiang Zhaobai, Mr. Lam Cheung Shing, Richard and Mr. Chen Yi, Ethan; and the independent non-executive directors of the Company are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Ng Ge Bun.