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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 EcoGreen International Group Limited, 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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**EcoGreen International Group Limited**

**中怡國際集團有限公司**

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

**(Stock Code: 2341; Website: [www.ecogreen.com](http://www.ecogreen.com))**

**PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;**

**(2) RE-ELECTION OF RETIRING DIRECTORS AND**

**CONTINUOUS APPOINTMENT OF**

**INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED**

**FOR MORE THAN NINE YEARS;**

**(3) PROPOSED BONUS ISSUE OF SHARES;**

**(4) ADOPTION OF THE NEW MEMORANDUM**

**AND ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF 2015 ANNUAL GENERAL MEETING**

A notice convening the 2015 annual general meeting of EcoGreen International Group Limited to be held at Empire Room, 1st Floor, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. at which the above proposals will be considered, is set out on pages 26 to 31 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 May 2015

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## DEFINITIONS

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

|                            |   |
|----------------------------|---|
| “AGM”                      | the annual general meeting of the Company to be held at Empire Room, 1st Floor, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 31 of this circular, or any adjournment thereof |
| “Articles”                 | the articles of association of the Company  |
| “Board”                    | the board of Directors  |
| “Bonus Issue”              | the proposed issue of the Bonus Shares to the Qualifying Shareholders on the basis of one (1) Bonus Share for every ten (10) existing Shares held on the Record Date  |
| “Bonus Share(s)”           | new Share(s) proposed to be issued by way of the Bonus Issue by the Company   |
| “CCASS”                    | The Central Clearing and Settlement System established and operated by HKSCC  |
| “close associate(s)”       | has the same meaning ascribed to it under the Listing Rules   |
| “Company”                  | EcoGreen International Group Limited (中怡國際集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange  |
| “controlling shareholder”  | has the same meaning ascribed to it under the Listing Rules   |
| “core connected person(s)” | has the same meaning ascribed to it under the Listing Rules   |
| “Director(s)”              | the director(s) of the Company  |

## DEFINITIONS

|                                 |  |
|---------------------------------|--|
| “Extension Mandate”             | a general mandate proposed to be granted to the Directors to authorise the increase of the number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate  |
| “Final Dividend”                | the final dividend of HK\$0.051 per Share for the year ended 31 December 2014 proposed to be approved by Shareholders at the AGM   |
| “Group”                         | the Company and its subsidiaries   |
| “HK\$”                          | Hong Kong dollars, the lawful currency of Hong Kong  |
| “HKSCC”                         | Hong Kong Securities Clearing Company Limited  |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Issue Mandate”                 | a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM as set out on pages 26 to 31 of this circular |
| “Latest Practicable Date”       | 22 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular  |
| “Listing Committee”             | the listing committee of the Stock Exchange  |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Memorandum”                    | the memorandum of association of the Company   |
| “Non-Qualifying Shareholder(s)” | Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them                         |

## DEFINITIONS

|                              |   |
|------------------------------|---|
| “Options”                    | the options granted under the Share Option Schemes adopted by the Company which entitle the holders thereof to subscribe for Shares in accordance with the terms of the Share Option Schemes  |
| “Overseas Shareholder(s)”    | Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date is/are outside Hong Kong   |
| “Qualifying Shareholder(s)”  | Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholder(s)), who are entitled to the Bonus Issue  |
| “Record Date”                | Friday, 17 July 2015, being the date for determining the entitlement to the Bonus Issue   |
| “Repurchase Mandate”         | a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 26 to 31 of this circular |
| “SFO”                        | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time  |
| “Share(s)”                   | ordinary share(s) of HK\$0.1 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company   |
| “Share Option Schemes”       | the share option schemes of the Company adopted by ordinary resolutions of the Shareholders on 16 February 2004 and 28 May 2014, respectively   |
| “Shareholder(s)”             | holder(s) of Share(s)   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited   |
| “substantial shareholder(s)” | has the same meaning ascribed to it under the Listing Rules   |

## DEFINITIONS

“Takeovers Code”

The Code on Takeovers and Mergers and Share Buy-backs

“%”

per cent

## EXPECTED TIMETABLE

The expected timetable for the declaration of Final Dividend and the Bonus Issue is set out below:

**2015**

*(Hong Kong time)*

|   |  |
|---|--|
| Latest time for lodging transfer of Shares in order to be entitled to attend and vote at the AGM . . . . .              | 4:30 p.m., Monday, 22 June                                     |
| Closure of register of members of the Company for the entitlement to attend and vote at the AGM . . . . .               | Tuesday, 23 June to Thursday, 25 June<br>(both days inclusive) |
| Latest time for lodging forms of proxy for the AGM . . . . .  | 3:00 p.m., Tuesday, 23 June                                    |
| Record date for determining entitlement to attend and vote at the AGM . . . . .   | Thursday, 25 June  |
| AGM . . . . .   | 3:00 p.m., Thursday, 25 June                                   |
| Announcement of the results of the AGM . . . . .  | Thursday, 25 June  |
| Last day of dealings in Shares cum-entitlement to the Final Dividend and Bonus Shares . . . . .                         | Friday, 10 July  |
| First day of dealings in Shares ex-entitlement to the Final Dividend and Bonus Shares . . . . .                         | Monday, 13 July  |
| Latest time for lodging transfer of Shares in order to be entitled to the Final Dividend and the Bonus Shares . . . . . | 4:30 p.m., Tuesday, 14 July                                    |
| Closure of register of members of the Company for the entitlement to Final Dividend and the Bonus Issue . . . . .       | Wednesday, 15 July to Friday, 17 July<br>(both days inclusive) |
| Record Date for determining entitlement to the Final Dividend and the Bonus Shares . . . . .                            | Friday, 17 July  |
| Re-open of register of members of the Company . . . . .   | Monday, 20 July  |
| Despatch of the share certificates of the Bonus Shares and Final Dividend payment date . . . . .                        | Thursday, 13 August  |
| First date of dealings in the Bonus Shares . . . . .  | 9:00 a.m., Friday, 14 August                                   |

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD



**EcoGreen International Group Limited**

**中怡國際集團有限公司**

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

**(Stock Code: 2341; Website: [www.ecogreen.com](http://www.ecogreen.com))**

*Executive Directors:*

Mr. Yang Yirong  
Mr. Gong Xionghui  
Ms. Lu Jiahua  
Mr. Han Huan Guang  
Mr. Lin Zhigang

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-executive Director:*

Mr. Feng Tao

*Head office and principal place  
of business in Hong Kong:*

Suite 5301, 53rd Floor  
Central Plaza, 18 Harbour Road  
Wanchai,  
Hong Kong

*Independent non-executive Directors:*

Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John  
Mr. Lau Wang Yip, Derrick

27 May 2015

*To the shareholders of the Company, and for information only,  
the holder of options of the Company*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS AND  
CONTINUOUS APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED  
FOR MORE THAN NINE YEARS;  
(3) PROPOSED BONUS ISSUE OF SHARES;  
(4) ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2015 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of AGM of the Company to be held on Thursday, 25 June 2015 and to provide you the information regarding resolutions to be proposed with at the AGM. These include (i) granting to the Directors general mandates to issue the Shares and to repurchase the Shares; (ii) re-election of retiring Directors; (iii) the proposal for the Bonus Issue; and (iv) the adoption of the new Memorandum and Articles.

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

#### Background

Pursuant to the ordinary resolutions passed by all Shareholders at the AGM of the Company held on 28 May 2014, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, among other businesses, the following ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20 per cent. of the number of issued Shares of the Company at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10 per cent. of the number of issued Shares of the Company at the date of passing of such resolution on the Stock Exchange; and
- (c) to grant the Extension Mandate to the Directors to authorise the increase of the number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

#### The Issue Mandate and the Extension Mandate

Shareholders are referred to the ordinary resolutions no. 5 and 7 in the notice of the AGM, as set out on pages 26 to 31, for details of the resolutions on these general mandates which will be considered at the AGM. With reference to these resolutions, the Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued upon the exercise of options which may be granted under the share option scheme of the Company or pursuant to any scrip dividend scheme which may be approved by the Shareholders.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 98,281,600 Shares.

## LETTER FROM THE BOARD

### **The Repurchase Mandate**

Shareholders are referred to the ordinary resolution No. 6 in the notice of the AGM, as set out on pages 26 to 31, for details of the resolution on this general mandate which will be considered at the AGM. With reference to this resolution, the Board wishes to state that it has no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in the Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### **3. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to article 108(A) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time-being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and the retiring Directors shall be eligible for re-election. In addition, pursuant to articles 112 of the Articles, any Director so appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company (in the case of the filling of a casual vacancy) or the next following annual general meeting of the Company (in the case of the appointment of an additional Director) and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Accordingly, Mr. Feng Tao, Mr. Lau Wang Yip, Derrick and Mr. Yau Fook Chuen will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

Biographical details of the re-elected directors as required by Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular to enable the Shareholders to make informed decision on the re-election of retiring directors. Resolutions no. 3(a), 3(b) and 3(c), as set out in the Notice of the AGM on pages 26 to 31 of this circular, will be proposed to re-elect Mr. Feng Tao as non-executive Director, Mr. Lau Wing Yip Derrick and Mr. Yau Fook Chuen as independent non-executive Directors.

## LETTER FROM THE BOARD

#### 4. PROPOSED BONUS ISSUE OF SHARES

In addition to the final dividend of HK5.1 cents per Share for the year ended 31 December 2014 as announced by the Company on 31 March 2015, the Directors resolved to recommend the Bonus Issue to the Qualifying Shareholders.

##### **Basis of the Bonus Issue**

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Issue is proposed to be made on the basis of one (1) Bonus Share for every ten (10) existing Shares held by the Qualifying Shareholders on the Record Date.

Assuming that no further Shares will be issued or repurchased on or before the Record Date, on the basis of 491,408,000 existing Shares in issue as at the Latest Practicable Date, 49,140,800 Bonus Shares will be issued under the Bonus Issue representing 10% of the existing issued share capital as at the Latest Practicable Date. After completion of the Bonus Issue, there will be a total of 540,548,800 Shares in issue as enlarged by the Bonus Issue.

The Bonus Shares will be credited as fully paid at par by way of capitalization of an amount equal to the total par value of the Bonus Shares amounting to HK\$4,914,080 standing to the credit of the share premium account of the Company.

##### **Adjustments of Options**

As at the Latest Practicable Date, there are 38,770,000 Options outstanding. The Bonus Issue may lead to adjustments to the exercise price and the number of Shares which may fall to be issued upon exercise of the outstanding Options. Other than the outstanding Options, the Company does not have any warrants, options, or other securities exchangeable or convertible into Shares as at the Latest Practicable Date. The Company will make further announcement upon the aforesaid adjustments to the Options, if any adjustment is required to be made.

##### **Conditions of the Bonus Issue**

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the Articles to effect the Bonus Issue.

## LETTER FROM THE BOARD

### **Overseas Shareholders**

The Company will make enquiry regarding the legal restrictions under the laws of the relevant regulatory body or stock exchange pursuant to Rule 13.36(2)(a) of the Listing Rules and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to the Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Bonus Shares will not be issued to those Overseas Shareholders, i.e. the Non-Qualifying Shareholders and the Company will issue an announcement regarding such decision as soon as practicable after the Record Date. In such circumstances, arrangements will be made for the Bonus Shares, which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

As at the Latest Practicable Date, there were two Shareholders whose addresses as shown on the register of members of the Company are outside Hong Kong. The Company has made inquiries with legal advisers of such relevant jurisdiction(s) as to whether it is lawful or practicable to offer the Bonus Shares to such Shareholders in such places. According to the preliminary views of the overseas legal advisers, there is no restriction that prevents the issuance of Bonus Shares to such Shareholders.

Notwithstanding the enquiries made by the Company with its legal advisers, any Shareholder with a registered address outside Hong Kong or otherwise residing outside Hong Kong should consult their professional advisers as to whether they are permitted to receive the Bonus Shares under the Bonus Issue and the taxation consequences of their decision. It is the responsibility of the Shareholders who wish to receive the Bonus Shares under the Bonus Issue to comply with the laws of the relevant jurisdiction(s).

### **Status of the Bonus Shares and fractional entitlements**

The Bonus Shares, upon issue, will rank *pari passu* with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions on the record date for which is on or after the date of allotment and issue of those Bonus Shares.

There will not be any fractional entitlements to the Bonus Shares. After considering the administrative costs to be incurred and effectiveness of the arrangement of distributing cash in lieu of fractional entitlements to the Bonus

## LETTER FROM THE BOARD

Shares to the Shareholders, the Company decided not to distribute cash in lieu of fractional entitlements to the Bonus Shares. Bonus Shares representing fractional entitlement will be aggregated and issued to a nominee to be nominated by the Board. Such Bonus Shares (if any) will be sold and the net proceeds, after deducting the related expenses therefrom, will be retained by the Company for its own benefits.

### **Listing, dealings and share certificates for the Bonus Shares**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

Subject to the fulfillment of the conditions as set out in the paragraph headed "Conditions of the Bonus Issue" above, which include the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

It is expected that share certificates for the Bonus Shares will be posted by ordinary post on or before Thursday, 13 August 2015 after all the conditions of the Bonus Issue have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. In the case of a joint holding, the share certificates for the Bonus Shares will be posted to the address of the person whose name stands first on the register of members of the Company on the Record Date. Dealings in the Bonus Shares on the Stock Exchange are expected to commence on Friday, 14 August 2015.

### **Reasons and Benefits for the Bonus Issue**

The Board proposes the Bonus Issue in recognition of the Shareholders' continual support to the Company. The Directors, noting that the Shareholders' proportionate interests in the company will not be increased by the Bonus Issue, are of the view that the Bonus Issue will allow the Shareholders to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account. In addition, the Board believes that the Bonus Issue will also enhance the liquidity of the Shares in the market and thereby enlarge the shareholder and capital base of the Company.

## LETTER FROM THE BOARD

### 5. ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to bring the Memorandum and Articles in line with the current requirements under the Listing Rules, the Board proposes to adopt a new set of amended and restated Memorandum and Articles in substitution for the existing Memorandum and Articles. The new set of amended and restated Memorandum and Articles will consolidate and contain all previous amendments to the Memorandum and Articles approved by the Company and the new proposed amendments set out below:

- (a) deleting all references to “EcoGreen Fine Chemicals Group Limited” wherever they appear in the existing Memorandum and Articles and replacing therewith the words “EcoGreen International Group Limited (中怡國際集團有限公司)”;
- (b) deleting all references to “associate”, “associates” and “associate(s)” wherever they appear in the Articles and replacing therewith the words “close associate”, “close associates” and “close associate(s)” respectively;
- (c) deleting the existing Clause 2 of the existing Memorandum:

“2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies.”

to its entirety and replacing with the following new clause therefor:

“2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands or at such other place as the Directors may from time to time decide.”

- (d) amending Article 107 of the existing Articles in the following manner:
  - (i) deleting the existing article 107(H)(vi):

“(vi) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly or as an officer or an executive or a shareholder in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that, such Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of the voting equity share

## LETTER FROM THE BOARD

capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights);”

to its entirety;

- (ii) re-numbering the existing article 107(H)(vii):

“(vii) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or personal pension plan under which a Director, his associate(s) and employees of the Company or of any of its subsidiaries may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates to Directors, associate(s) of Directors and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s) any privilege not accorded to the class of persons to whom such scheme or fund relates;”

as article 107(H)(vi), existing article 107(H)(viii):

“(viii) any proposal concerning the adoption, modification or operation of any employees’ share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit; and”

as article 107(H)(vii) and existing article 107(H)(ix):

“(ix) any contract, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director, his associate(s), officer or employee pursuant to these Articles.”

as article 107(H)(viii);

- (iii) deleting the existing articles 107(I) and (J):

“(I) A company shall be deemed to be a company in which a Director and his associates in aggregate own five (5) per cent. or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and his associates are (either directly or indirectly) the holder of or beneficially interested in five (5) per cent. or more of any class of the issued voting equity share capital of such company (or of any third company, other than the Company or any of its subsidiaries, through which his interest is derived) or of the voting rights of any class

## LETTER FROM THE BOARD

of shares of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his associate(s) as bare or custodian trustee and in which he or such associate(s) has/have no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his associates is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, any shares comprised in an authorised unit trust scheme in which the Director or any of his associates is interested only as a unit holder, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital rights.

(J) Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director nor any of his associates has any interests) in which a Director and any of his associates in aggregate hold five (5) per cent. or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.”

to their entirety and by re-numbering the existing article 107(K):

“(K) If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director or any of his associates or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question (unless it relates to the Chairman) shall be referred to the Chairman and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned or his associate(s) as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Directors (for which purpose the Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman or his associates as known to him has not been fairly disclosed to the other Directors.”

as article 107(I);

## LETTER FROM THE BOARD

- (iv) deleting the existing article 107(L):

“(L) The provisions of paragraphs (D), (E), (H), (I), (J) and (K) of this Article 107 shall apply during the Relevant Period but not otherwise. In respect of all periods other than the Relevant Period, a Director may vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he or any of his associates is or may be interested therein and, if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with paragraph (G).”

to its entirety and replacing with the following new article therefor:

“(J) The provisions of paragraphs (D), (E), (H) and (I) of this Article 107 shall apply during the Relevant Period but not otherwise. In respect of all periods other than the Relevant Period, a Director may vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he or any of his close associates is or may be interested therein and, if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with paragraph (G).”; and

- (v) re-numbering the existing article 107(M):

“(M) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.”

as article 107(K).

The proposed adoption of the new set of amended and restated Memorandum and Articles is subject to approval of the Shareholders by way of a special resolution at the AGM.

## LETTER FROM THE BOARD

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Empire Room, 1st Floor, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. or any adjournment thereof is set out on pages 26 to 31 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A proxy form for use at the AGM is enclosed and published on the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.ecogreen.com](http://www.ecogreen.com)). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

To the best information of the Directors after making reasonable enquiries, no Shareholder is required to abstain from voting for any resolution proposed to be adopted at the AGM.

### 7. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 72 of the Articles. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 8. CLOSURE OF REGISTER OF MEMBERS

#### **To be eligible to attend and vote at the AGM**

The transfer books and register of members of the Company will be closed from Tuesday, 23 June 2015 to Thursday, 25 June 2015 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2015.

#### **To qualify for the proposed final dividend and the Bonus Issue**

The transfer books and register of members of the Company will be closed from Wednesday, 15 July 2015 to Friday, 17 July 2015 (both days inclusive), during

## LETTER FROM THE BOARD

which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and the Bonus Issue, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at the aforementioned address not later than 4:30 p.m. on Tuesday, 14 July 2015.

### 9. RECOMMENDATIONS

The Directors consider that the proposals for approving the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the proposal for the Bonus Issue and the adoption of the new Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole.

An exercise of the powers under the Repurchase Mandate may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value and/or earnings per Share. Such an exercise will only be made when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2014, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors believe that an exercise of the Issue Mandate and the Extension Mandate to issue and allot new Shares will enable the Company to take advantage of market conditions to raise additional capital for the Company.

Accordingly, the Directors recommend that all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### 10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Particulars of Directors proposed for re-election) to this circular.

### 11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**EcoGreen International Group Limited**  
**Yang Yirong**  
*Chairman & President*

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

**1. Listing Rules relating to the Repurchase of Shares**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the share of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

**2. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 491,408,000 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 49,140,800 Shares.

**3. Reasons for the repurchase**

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

**4. Funding of repurchases**

Repurchase must be funded out of funds which are legally available for the purposes in accordance with the Memorandum, the Articles and the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) 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. Under the Companies Law of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital.

|   |
|---|
| <b>APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b> |
|---|

The Company will use its internal resources to finance purchases of its Shares. The Company does not intend to incur any borrowings or issue any fresh equity in order to specifically finance the purchase of Shares.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2014, being the date of its latest audited consolidated financial statement. However, the Directors do not intend to make any repurchases to such an extent as would, in circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. Share prices

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

|                                     | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|-------------------------------------|-------------------------------|------------------------------|
| <b>2014</b>                         |                               |                              |
| May                                 | 2.10                          | 1.78                         |
| June                                | 2.30                          | 1.84                         |
| July                                | 2.48                          | 1.93                         |
| August                              | 2.55                          | 2.18                         |
| September                           | 2.52                          | 2.22                         |
| October                             | 2.41                          | 2.12                         |
| November                            | 2.35                          | 2.15                         |
| December                            | 2.50                          | 1.91                         |
| <b>2015</b>                         |                               |                              |
| January                             | 2.24                          | 1.98                         |
| February                            | 2.18                          | 2.00                         |
| March                               | 2.15                          | 2.00                         |
| April                               | 2.58                          | 2.00                         |
| May (up to Latest Practicable Date) | 2.84                          | 2.30                         |

**6. The Takeovers Code and minimum public holding**

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert 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.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following substantial shareholders were directly or indirectly interested in 5% or more of the issued capital of the Company:

| Name                                      | Beneficial<br>owner            | Investment<br>Manager | Number of shares held<br>Interest of<br>corporation<br>controlled<br>by the<br>substantial<br>shareholder | Other<br>interests | Total       | % of the<br>issued<br>share<br>capital of<br>the<br>Company |
|---|--------------------------------|-----------------------|---|--------------------|-------------|---|
| Yang Yirong                               | 400,000                        | –                     | 198,294,158<br><i>(Note a)</i>  | –                  | 198,694,158 | 40.53%  |
| Marietta Limited                          | 198,294,158<br><i>(Note a)</i> | –                     | –   | –                  | 198,294,158 | 40.35%  |
| FMR LLC                                   | –                              | 48,448,000            | –   | –                  | 48,448,000  | 9.85%   |
| Platinum Investment<br>Management Limited | –                              | 34,130,000            | –   | –                  | 34,130,000  | 6.95%   |

*Notes:*

- (a) These shares were registered in the name of and beneficially owned by Marietta Limited, the entire issued share capital of which was directly and beneficially owned by Mr. Yang Yirong.

On the basis of the current shareholding held by each of the substantial shareholders set out above, except Marietta Limited and Yang Yirong, each of the Substantial Shareholders will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. In the opinion of the Directors, the increase of percentage shareholdings of Marietta Limited and Yang Yirong may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations under the Takeover Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase and no disposal by any of Substantial Shareholders of its and his interests in the Shares, an exercise of the Repurchase Mandate, whether in part or in full, will not result in less than 25% of the Shares being held by the public. Moreover, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**7. Share repurchase made by the Company**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six calendar months prior to the Latest Practicable Date.

**8. Undertaking**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any shares to the Company or its subsidiaries.

No core connected person of the Company has notified the Company that he has a present intention to sell any securities to the Company nor has any such connected person undertaken not to sell any of the securities held by him to the Company in the event that the Repurchase Mandate is granted.

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

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

**1. Mr. Feng Tao (“Mr. Feng”)**

*Vice Chairman*

Mr. Feng, aged 47, is the Chief Executive Officer of New Margin Ventures Capital Co. Ltd., which is a leading venture capital management company in China. Commencing from 1999, Mr. Feng has been serving as the vice president officer (副主任) of The Foundation of Science & Technology for Development of the State Planning Committee, State Economic & Trade Commission of the PRC (中華人民共和國國家經濟貿易委員會) and Chinese Academy of Sciences. As one of pioneers of venture-capital of China, Mr. Feng possesses extensive experience and knowledge of both domestic and overseas markets. Mr. Feng was awarded the title of “Top 10 most influential venture capitalists in China” in the “Asia-Pacific Venture Capitalist Summit and Most Influential Venture Capitalists in China Award Ceremony” in April 2005. He obtained a Master degree in science from the Department of Statistics and Applied Probability of University of Alberta in June 1992. He joined the Group in September 2005.

Mr. Feng has not entered into any service contract with the Company. He currently does not receive director’s fee. He is entitled to further director’s emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at AGM. Should he be re-elected at the forthcoming AGM, his term is one year from the date of re-election to the date the forthcoming annual general meeting of the Company to be held in subsequent financial year. His term can be extended for one year automatically until its termination by any party through giving a written notice of at least three months to the other party.

As at the Latest Practicable Date, Mr. Feng has personally interest in 1,200,000 Shares which represented about 0.24% of the total issued share capital of the Company, within the meaning of Part XV of the SFO. Mr. Feng is independent and not related to any of the other Directors, senior management, substantial or controlling shareholders of the Company.

In the last three years prior to the Latest Practicable Date, Mr. Feng was the Director of Western Mining Co., Ltd and the Vice Chairman of Jiangsu Lianhuan Pharmaceutical Co., Ltd., both companies are listed on the Shanghai Stock Exchange; he was also the Vice Chairman of Shenzhen Dongjiang Environmental Company Limited and a Non-executive Director of Venturepharm Laboratories Limited, both two companies are listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. Save for these, Mr. Feng did not hold any directorship or senior management positions in any listed companies.

Save as disclosed herein, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**2. Mr. Yau Fook Chuen (“Mr. Yau”)**

*Chairman of Audit Committee, Member of Remuneration Committee and Member of Nomination Committee*

Mr. Yau, aged 57, being the Independent Non-executive Director of the Company, is a practising accountant and has over 20 years of experience in public accountancy practice which covers company secretarial service, accountancy, auditing and taxation. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Yau is currently the proprietor of Yau & Wong, Certified Public Accountants in Hong Kong. He was appointed as an Independent Non-executive Director in February 2004.

Mr. Yau has not entered into any service contract with the Company. He is currently entitled to receive a director’s fee of RMB184,000 per annum and he is entitled to further director’s emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at AGM. Should he be re-elected at the forthcoming AGM, his term is one year from the date of re-election to the date the forthcoming annual general meeting of the Company to be held in subsequent financial year. His term can be terminated by any party through giving a written notice of at least three months to the other party.

As at the Latest Practicable Date, Mr. Yau has personal interest in 300,000 Shares and share options to subscribe for a total of 490,000 Shares, total of which represented 0.16% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Yau is independent and not related to any of the other Directors, senior management, substantial or controlling shareholders of the Company. In the last three years prior to the Latest Practicable Date, Mr. Yau did not hold any directorship or senior management positions in any other listed companies. Save as disclosed herein, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**3. Mr. Lau Wang Yip (“Mr. Lau”)**

*Member of Audit Committee, Member of Remuneration Committee and Member of Nomination Committee*

Mr. Lau, aged 53, is the managing director of a financial institution. He obtained a master degree of management science in accounting and he has extensive experience in investment banking.

Currently, Mr. Lau is an Independent Non-executive Director of Alco Holdings Limited (Stock Code: 328), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Lau has not entered into any service contract with the Company. He is currently entitled to receive a director’s fee of RMB184,000 per annum and is entitled to further director’s emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at AGM. Should he be re-elected at the forthcoming AGM, his term is one year from the date of re-election to the date the forthcoming annual general meeting of the Company to be held in subsequent financial year. His term can be extended for one year automatically until its termination by any party through giving a written notice of at least three months to the other party.

As at the Latest Practicable Date, Mr. Lau is independent and not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company and he does not have any interests in the shares or underlying shares of the Company which is required to be disclosed under Part XV of the Securities and Future Ordinance.

Save as disclosed herein, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters relating to his re-election that need to be brought to the attention of the Shareholders.

## NOTICE OF 2015 ANNUAL GENERAL MEETING



### **EcoGreen International Group Limited**

**中怡國際集團有限公司**

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

**(Stock Code: 2341; Website: [www.ecogreen.com](http://www.ecogreen.com))**

## NOTICE OF 2015 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of EcoGreen International Group Limited (the “**Company**”) will be held at Empire Room, 1st Floor, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2014.
2. To declare a final dividend of HK\$0.051 per share for the year ended 31 December 2014.
3. To re-elect, each as separate solution, the following retiring directors:
  - (a) to re-elect Mr. Feng Tao as an Non-executive Director;
  - (b) to re-elect and continuously appoint the retiring Director, namely Mr. Yau Fook Chuen, as an Independent Non-executive Director who has served the Company for more than nine years as an Independent Non-executive Director;
  - (c) to re-elect Mr. Lau Wang Yip, Derrick as an Independent Non-executive Director; and
  - (d) to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix their remuneration.

## NOTICE OF 2015 ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary or special resolution of the Company:

### ORDINARY RESOLUTION

5. "THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with the unissued shares (the "**Shares**", each a "**Share**") of HK\$0.10 each in the capital of the Company and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares and to make or grant offers, agreements and options, which may require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers at any time during or after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
  - (i) a Rights Issue (as defined in paragraph (d) below); or
  - (ii) the exercise of any options granted under the share option scheme of the Company; or
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles**") in force from time to time;

shall not exceed 20 per cent. of the number of issued Shares of the Company on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

## NOTICE OF 2015 ANNUAL GENERAL MEETING

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to Shareholders on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase its Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cent. of the number of issued Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

## NOTICE OF 2015 ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
- 7. “**THAT** conditional on the passing of resolutions no. 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution no. 5 above be and it is hereby extended by the addition to the number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of pursuant to or in accordance with such general mandate of an amount representing the aggregate number of issued shares of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (b) of resolution no. 6 above.”
- 8. “**THAT** upon the recommendation of the Directors and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution below) to be issued pursuant to this resolution:
  - (a) an amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par new Shares, such Shares, credited as fully paid, to be allotted and distributed (subject as referred to in paragraph (b) below) among members of the Company whose names appear on the register of members of the Company on Friday, 17 July 2015 (the “**Record Date**”) in the proportion of one new Share (the “**Bonus Share**”) for every ten existing Shares then held, be capitalised and applied in such manner and the Directors be and are hereby authorised to allot and issue such Bonus Shares;
  - (b) no fractional Bonus Shares shall be allotted to members of the Company and fractional entitlements (if any) will be aggregated and sold and the benefit accrued for the Company;

## NOTICE OF 2015 ANNUAL GENERAL MEETING

- (c) the Bonus Shares to be issued pursuant to paragraph (a) above shall rank pari passu in all respects with the existing issued and unissued Shares as at the date of issue of such Bonus Shares except that they will not be entitled to the proposed dividend of the Company for the financial year ended 31 December 2014 nor rank for the Bonus Issue; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus shares referred to in paragraph (a) of this resolution, including but not limited to determining the amount to be capitalised out of the share premium account and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

### SPECIAL RESOLUTION

- 9. “**THAT** the new set of amended and restated memorandum and articles of association of the Company contained in the printed document, 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, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

By order of the Board  
**EcoGreen International Group Limited**  
**Yang Yirong**  
*Chairman & President*

Hong Kong, 27 May 2015

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
Suite 5301, 53rd Floor  
Central Plaza, 18 Harbour Road  
Wanchai, Hong Kong

## NOTICE OF 2015 ANNUAL GENERAL MEETING

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting above (or at any adjournment thereof) is entitled to appoint in written form one or, if he is the holder of two or more shares (“Shares”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, 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 are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“Branch Registrar”) of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Tuesday, 23 June 2015 to Thursday, 25 June 2015 (both days inclusive), during which period no transfer of shares will be effected, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2015.

The transfer books and register of members of the Company will be closed from Wednesday, 15 July 2015 to Friday, 17 June 2015 (both days inclusive), during which period no transfer of shares will be effected, for the purpose of determining the entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at the aforementioned address not later than 4:30 p.m. on Tuesday, 14 July 2015.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to proposed resolutions no. 5 and 7 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued pursuant to the exercise of any option which may be granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of the Company which this notice forms part.

*As at the date of this notice, the Board of Directors of the Company comprises of five executive Directors, namely Mr. Yang Yirong (Chairman), Mr. Gong Xionghui, Ms. Lu Jiahua, Mr. Han Huan Guang and Mr. Lin Zhigang, one non-executive Director, namely Mr. Feng Tao and three independent non-executive Directors, namely Mr. Lau Wang Yip, Derrick, Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John.*