
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



EcoGreen International Group Limited

中怡國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

www.ecogreen.com

(Stock Code: 2341)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING**

A notice convening the 2018 annual general meeting of EcoGreen International Group Limited to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 3:00 p.m. at which the above proposals will be considered, is set out on pages 18 to 22 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.

25 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Expected Timetable	4
Letter from the Board	
1. Introduction	5
2. General mandates to issue shares and to repurchase shares	6
3. Re-election of retiring Directors	7
4. AGM and proxy arrangement	8
5. Voting at the AGM	8
6. Closure of transfer books and register of members	9
7. Recommendations	9
8. General Information	10
9. Miscellaneous	10
Appendix I – Explanatory Statement on the Repurchase Mandate	11
Appendix II – Particulars of Directors Proposed for Re-election	16
Notice of 2018 Annual General Meeting	18

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 Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 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 18 to 22 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“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(s)”	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
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors(s)”	the director(s) of the Company
“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 HK3.3 cents per Share for the year ended 31 December 2017 proposed to be approved by Shareholders at the AGM
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 18 to 22 of this circular
“Latest Practicable Date”	19 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“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
“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 AGM as set out on pages 18 to 22 of this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time

DEFINITIONS

“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 28 May 2014
“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
“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 is set out below:

2018

(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., Tuesday, 5 June
Closure of transfer books and register of members of the Company for the entitlement to attend and vote at the AGM	Wednesday, 6 June to Friday, 8 June
Latest time for lodging forms of proxy for the AGM	3:00 p.m., Wednesday, 6 June
Record date for determining entitlement to attend and vote at the AGM	Friday, 8 June
AGM	3:00 p.m., Friday, 8 June
Announcement of the results of the AGM	6:00 p.m., Friday, 8 June
Re-open of transfer books and register of members of the Company	Monday, 11 June
Last day of dealings in Shares cum-entitlement to the Final Dividend	Friday, 15 June
First day of dealings in Shares ex-entitlement to the Final Dividend	Monday, 18 June
Latest time for lodging transfer of Shares in order to be entitled to the Final Dividend	4:30 p.m., Tuesday, 19 June
Closure of transfer books and register of members of the Company for the entitlement to Final Dividend	Wednesday, 20 June to Friday, 22 June
Record date for determining entitlement to the Final Dividend	Friday, 22 June
Re-open of transfer books and register of members of the Company	Monday, 25 June
Final Dividend payment date	Tuesday, 10 July

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)

www.ecogreen.com

(Stock Code: 2341)

Executive Directors:

Mr. Yang Yirong

Mr. Gong Xionghui

Ms. Lu Jiahua

Dr. Lin David Ying Tsung

Mr. Han Huan Guang

Mr. Lin Zhigang

Non-executive Director:

Mr. Feng Tao

Independent non-executive Directors:

Mr. Yau Fook Chuen

Mr. Wong Yik Chung, John

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

25 April 2018

*To the Shareholders, and for information only,
the holders of Options*

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of AGM of the Company to be held on Friday, 8 June 2018 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; and (ii) re-election of retiring Directors.

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 adjourned AGM of the Company held on 22 June 2017, 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 18 to 22, 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 Schemes or pursuant to any scrip dividend scheme which may be approved by the Shareholders.

LETTER FROM THE BOARD

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 155,011,712 Shares.

The Repurchase Mandate

Shareholders are referred to the ordinary resolution No. 6 in the notice of the AGM, as set out on pages 18 to 22, 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 article 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, pursuant to article 108(A) of the Articles, Mr. Yang Yirong, Mr. Feng Tao and Mr. Yau Fook Chuen will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM. With the exception of Mr. Feng Tao who will not stand for re-election, all the other two Directors, namely Mr. Yang Yirong and Mr. Yau Fook Chuen will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

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) and 3(b), as set out in the notice of the AGM on pages 18 to 22 of this circular, will be proposed to re-elect Mr. Yang Yirong as executive Director and Mr. Yau Fook Chuen as independent non-executive Director.

4. AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 3:00 p.m. or any adjournment thereof is set out on pages 18 to 22 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) and on the website of the Company (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.

5. VOTING AT THE AGM

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.

LETTER FROM THE BOARD

6. CLOSURE OF TRANSFER BOOKS AND 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 Wednesday, 6 June 2018 to Friday, 8 June 2018 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 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 Tuesday, 5 June 2018.

To qualify for the Final Dividend

The transfer books and register of members of the Company will be closed from Wednesday, 20 June 2018 to Friday, 22 June 2018 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the 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, 19 June 2018.

7. RECOMMENDATIONS

The Directors consider that the proposals for approving the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of retiring Directors 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 reference of that as at 31 December 2017, 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.

LETTER FROM THE BOARD

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.

8. 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.

9. 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 775,058,560 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 77,505,856 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.

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 reference of the position as at 31 December 2017, 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	1.77	1.66
May	1.73	1.65
June	1.70	1.56
July	1.63	1.50
August	1.78	1.59
September	1.67	1.49
October	1.58	1.46
November	1.61	1.48
December	1.52	1.45
2018		
January	1.57	1.49
February	1.52	1.44
March	1.50	1.42
April (up to Latest Practicable Date)	1.47	1.42

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.

APPENDIX I**EXPLANATORY STATEMENT
ON THE REPURCHASE MANDATE**

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 owner	Investment Manager	Number of shares held		Total	% of the issued share capital of the Company
			Interest of corporation controlled by the substantial shareholder	Number of underlying shares held <i>(Note a)</i>		
Marietta Limited	278,049,687 <i>(Note b)</i>	-	-	-	278,049,687	35.87%
Yang Yirong	528,000	-	278,049,687 <i>(Note b)</i>	646,800	279,224,687	36.03%
FMR LLC	-	66,118,800	-	-	66,118,800	8.53%
Guan Nian Trading Limited	58,500,000 <i>(Note c)</i>	-	-	-	58,500,000	7.55%
Kwok Ying Lan	-	-	58,500,000 <i>(Note c)</i>	-	58,500,000	7.55%
Platinum Investment Management Limited	-	48,251,278	-	-	48,251,278	6.23%

Notes:

- (a) The interests in the underlying shares held by the Directors represented Options granted pursuant to the Share Option Schemes.
- (b) 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.
- (c) These shares were registered in the name of and beneficially owned by Guan Nian Trading Limited, the entire issued share capital of which was directly and beneficially owned by Ms. Kwok Ying Lan.

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. YANG YIRONG (“MR. YANG”)

Chairman and President

Mr. Yang, aged 56, is the founder of the Group. He is responsible for strategic planning and formulation of overall corporate development policy for the Group. Mr. Yang holds a Bachelor degree in science, majoring in chemistry from Huaqiao University (華僑大學) in 1982. Prior to founding the Group in 1994, Mr. Yang has extensive experience in the fine chemicals manufacturing and trading and has more than twenty years of experience in natural organic chemistry research.

The Company has entered into a service contract with Mr. Yang for successive terms of one year until terminated by not less than three months’ notice in writing served by either party on the other. The current basic annual salaries of Mr. Yang is RMB2,473,000, 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, the market benchmark and subject to approval by the Shareholders at annual general meeting. In addition, he is also entitled to a discretionary management bonus which will be reviewed and approved by the remuneration committee of the Company. All the director’s emolument disclosed above are being covered by the service contract.

At the Latest Practicable Date, Mr. Yang was taken as interested in 278,049,687 Shares by virtue of his ownership of the entire issued share capital of Marietta Limited pursuant to Part XV of the SFO. Mr. Yang also has personal interest in a total of 528,000 Shares and a total of 647,000 share options to subscribe for Shares of the Company within the meaning of Part XV of SFO. Pursuant to the meaning of Part XV of the SFO, Mr. Yang was interested in 36.03% of total issued share capital of the Company.

Other than being a Chairman of the Company, Mr. Yang is also the President of the Group. He does not have any relationship with any Director, senior management or substantial shareholder of the Company. In the last three years prior to the Latest Practicable Date, Mr. Yang 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 any other matters which are necessary to be made aware to the Shareholders regarding Mr. Yang’s re-election.

2. MR. YAU FOOK CHUEN (“MR. YAU”)

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

Mr. Yau, aged 60, being the independent non-executive Director of the Company, is a practising accountant and has over 28 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 RMB188,000 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 fiscal year. His term can be terminated by any party through giving a written notice of at least three months to the other party.

Mr. Yau has been appointed as an independent non-executive Director of the Company for more than nine years. The Company has received from Mr. Yau confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Yau has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Yau to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that Mr. Yau’s continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Yau who has over time gained valuable insight into the Group.

As at the Latest Practicable Date, Mr. Yau has personal interest in 396,000 Shares and share options to subscribe for a total of 647,000 Shares, total of which represented 0.13% 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.

NOTICE OF 2018 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)

www.ecogreen.com

(Stock Code: 2341)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of EcoGreen International Group Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 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 2017.
2. To declare a final dividend of HK3.3 cents per share for the year ended 31 December 2017.
3. To re-elect, each as separate solution, the following retiring directors of the Company (the “**Director(s)**”):
 - (a) to re-elect Mr. Yang Yirong as an 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; and
 - (c) to authorise the board of Directors (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the Board to fix their remuneration.

NOTICE OF 2018 ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary 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 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

NOTICE OF 2018 ANNUAL GENERAL MEETING

(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:

- (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 “**Shareholder(s)**”) 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;

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (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
 - (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.”

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

Hong Kong, 25 April 2018

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 2018 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 Company’s branch share registrar and transfer office in Hong Kong (“Branch Registrar”), 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. For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members of the Company will be closed from Wednesday, 6 June 2018 to Friday, 8 June 2018 (both days inclusive), during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Branch Registrar with the aforementioned address not later than 4:30 p.m. on Tuesday, 5 June 2018.
5. For determining the entitlement to the proposed final dividend, the transfer books and register of members of the Company will be closed from Wednesday, 20 June 2018 to Friday, 22 June 2018 (both days inclusive), during which period no transfer of shares will be effected. 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 Branch Registrar at the aforementioned address not later than 4:30 p.m. on Tuesday, 19 June 2018.
6. 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.
7. 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.
8. 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 six executive Directors, namely Mr. Yang Yirong (Chairman), Mr. Gong Xionghui, Ms. Lu Jiahua, Dr. Lin David Ying Tsung, Mr. Han Huan Guang and Mr. Lin Zhigang, one non-executive Director, namely Mr. Feng Tao and two independent non-executive Directors, namely Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John.