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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)*

*www.ecogreen.com*

**(Stock Code: 2341)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF 2019 ANNUAL GENERAL MEETING**

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A notice convening the 2019 annual general meeting of EcoGreen International Group Limited to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 at 3:00 p.m. at which the above proposals will be considered, is set out on pages 20 to 24 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 2019

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## DEFINITIONS

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*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 Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 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 20 to 24 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 HK4.1 cents per Share for the year ended 31 December 2018 proposed to be approved by Shareholders at the AGM
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“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 20 to 24 of this circular
“Latest Practicable Date”	18 April 2019, 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 20 to 24 of this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time

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## DEFINITIONS

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“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

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## EXPECTED TIMETABLE

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

**2019**

*(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., Thursday, 13 June
Closure of transfer books and register of members of the Company for the entitlement to attend and vote at the AGM . . . . .	Friday, 14 June to Tuesday, 18 June
Latest time for lodging forms of proxy for the AGM . . . . .	3:00 p.m., Friday, 14 June
Record date for determining entitlement to attend and vote at the AGM . . . . .	Tuesday, 18 June
AGM . . . . .	3:00 p.m., Tuesday, 18 June
Announcement of the results of the AGM . . . . .	6:00 p.m., Tuesday, 18 June
Re-open of transfer books and register of members of the Company . . . . .	Wednesday, 19 June
Last day of dealings in Shares cum-entitlement to the Final Dividend . . . . .	Friday, 21 June
First day of dealings in Shares ex-entitlement to the Final Dividend . . . . .	Monday, 24 June
Latest time for lodging transfer of Shares in order to be entitled to the Final Dividend . . . . .	4:30 p.m., Tuesday, 25 June
Closure of transfer books and register of members of the Company for the entitlement to Final Dividend . . . . .	Wednesday, 26 June to Friday, 28 June
Record date for determining entitlement to the Final Dividend . . . . .	Friday, 28 June
Re-open of transfer books and register of members of the Company . . . . .	Tuesday, 2 July
Final Dividend payment date . . . . .	Friday, 12 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.

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## LETTER FROM THE BOARD

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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)*

[www.ecogreen.com](http://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

*Independent non-executive Directors:*

Mr. Yau Fook Chuen  
Mr. Xiang Ming  
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 2019

*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 2019 ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to give you notice of AGM of the Company to be held on Tuesday, 18 June 2019 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.

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## LETTER FROM THE BOARD

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### 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 8 June 2018, 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 20 to 24, 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.

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## LETTER FROM THE BOARD

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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 20 to 24, 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, Ms. Lu Jiahua, Dr. Lin David Ying Tsung and Mr. Wong Yik Chung, John will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM. Pursuant to article 112 of the Articles, Mr. Xiang Ming, who was appointed by the Board to fill casual vacancies during the year, will retire from office and, being eligible, offers himself for re-election at the AGM.

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## **LETTER FROM THE BOARD**

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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), 3(c) and 3(d), as set out in the notice of the AGM on pages 20 to 24 of this circular, will be proposed to re-elect Ms. Lu Jiahua, Dr. Lin David Ying Tsung as executive Directors, Mr. Wong Yik Chung, John and Mr. Xiang Ming as independent non-executive Directors.

#### **4. AGM AND PROXY ARRANGEMENT**

A notice convening the AGM to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 June 2019 at 3:00 p.m. or any adjournment thereof is set out on pages 20 to 24 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.

#### **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.

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## LETTER FROM THE BOARD

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### 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 Friday, 14 June 2019 to Tuesday, 18 June 2019 (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 Thursday, 13 June 2019.

#### **To qualify for the Final Dividend**

The transfer books and register of members of the Company will be closed from Wednesday, 26 June 2019 to Friday, 28 June 2019 (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, 25 June 2019.

### 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 2018, 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.

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## LETTER FROM THE BOARD

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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 2018, 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> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
April	1.47	1.42
May	1.72	1.35
June	1.86	1.61
July	1.75	1.64
August	1.83	1.60
September	1.70	1.62
October	1.70	1.57
November	1.60	1.49
December	1.62	1.53
<b>2019</b>		
January	1.61	1.55
February	1.63	1.54
March	1.72	1.60
April (up to Latest Practicable Date)	1.65	1.60

**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	Interest of corporation controlled by the substantial shareholder	Number of shares held underlying shares held (Note a)	Total	% of the issued share capital of the Company
Marietta Limited	283,589,687 (Note b)	-	-	-	283,589,687	36.59%
Yang Yirong	10,408,000	-	283,589,687 (Note b)	646,800	294,644,487	38.02%
FMR LLC	-	69,388,800	-	-	69,388,800	8.95%
Guan Nian Trading Limited	58,500,000 (Note c)	-	-	-	58,500,000	7.55%
Kwok Ying Lan	-	-	58,500,000 (Note c)	-	58,500,000	7.55%
Platinum Investment Management Limited	-	45,387,278	-	-	45,387,278	5.86%

*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. MS. LU JIAHUA (“MS. LU”)**

*Senior Vice-President – Group Financial Control, Member of Remuneration Committee*

Ms. Lu, aged 52, oversees the finance and accounting and human resources functions for the Group in the PRC. She has over 29 years of experience in accounting, financial management, administration management and internal auditing in a number of pharmaceutical and fine chemical manufacturing enterprises. Ms. Lu holds a Bachelor degree and a Master degree in economics and corporate management from Xiamen University (廈門大學). She joined the Group in April 2002.

The Company has entered into a service contract with Ms. Lu 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 Ms. Lu is RMB1,229,000, and she 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, Ms. Lu was taken as interested in 13,300,736 Shares by virtue of her ownership of the entire issued share capital of Sunwill Investments Limited pursuant to Part XV of the SFO. Ms. Lu also has personal interest in a total of 2,046,000 Shares and a total of 3,960,000 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, Ms. Lu was interested in 2.5% of total issued share capital of the Company.

Other than being an Executive Director of the Company, Ms. Lu is also the Vice-President of the Group. She 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, Ms. Lu 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 Ms. Lu’s re-election.

**2. DR. LIN DAVID YING TSUNG (“DR. LIN”)**

*Senior Vice President – Engineering Project Management and Gulei Division*

Dr. Lin, aged 67, joined the Group as an independent non-executive Director on 10 June 2016. After his redesignation as an executive director on 28 March 2018, he is responsible for the management of the construction of the Gulei project and the operation and management of the Gulei Industrial Hub in the future. He obtained the Doctor of Chemical Engineering from the University of Illinois, USA. He has accumulated over 37 years of experience in the chemical industry, with extensive experience in research and development, business development, sales and management of chemical-related projects. He has been working in Honeywell UOP, Formosa Plastics, Dragon Aromatics and HaiShunde Special Oil Co, and is responsible for large-scale chemical project management and the development and commercialization of petrochemical technology. He has awarded numerous honors and awards at Honeywell UOP and was awarded as a leading expert in Zhangzhou’s outstanding Taiwanese business leaders.

The Company has not entered any service contract with Dr. Lin. The current basic annual salaries of Dr. Lin is RMB1,106,000, 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 AGM. 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, Dr. Lin does not have any interest in the Shares within the meaning of Part XV of SFO.

Other than being an Executive Director of the Company, Dr. Lin is also the Senior Vice-President of the Group. He does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. In the last three years prior to the Latest Practicable Date, Dr. Lin 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 Dr. Lin’s re-election.

**3. MR. XIANG MING (“MR. XIANG”)**

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

Mr. Xiang, 56 years old, is a professor at the Polymer Research Institute of Sichuan University. He has long been engaged in the research and development of polymer materials. Mr. Xiang has more than 30 years of experience in technical research and development services for the industrial sector. He is familiar with managing the research and development on technology and product for Chinese companies. He obtained the certificate of the independent director of the PRC in 2006. Mr. Xiang was appointed as an independent director for Yunnan Yuntianhua Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600096) as the role of a technical expert from 2006 to 2012. He was appointed as an Independent Non-executive Director in April 2019.

Mr. Xiang 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.

As at the Latest Practicable Date, Mr. Xiang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Xiang 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. Xiang 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.

**4. MR. WONG YIK CHUNG, JOHN (“MR. WONG”)**

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

Mr. Wong, aged 52, among being the Independent Non-executive Director of the Company, was also served as an Independent Non-executive Director of a few companies listed in Hong Kong and oversea stock exchanges. He is a professional accountant by training with more than 29 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprise in the PRC. He was admitted as a member of the Australian Society of Certified Practising Accountants in February 1992 and as an associate member of the Hong Kong Institute of Certified Public Accountants in April 1997. He also obtained a PRC Certificate of Independent Directorship in 2002. He was appointed as an Independent Non-executive Director in February 2004.

Besides serving as independent non-executive director of the Company, Mr. Wong also currently serving as an independent non-executive director for the following companies which are listed on the Hong Kong Stock Exchange, namely LongiTech Smart Energy Holding Limited (stock code: 1281) from 16 October 2015 to present, Beijing Capital Land Ltd. (stock code: 2868) from 29 April 2016 to present and Perfect Optronics Limited (stock code: 8311) and 20 January 2014 to present.

Over the past three years, he also served as an independent non-executive director for the following companies which are listed on the Hong Kong Stock Exchange, namely KEE Holdings Company Limited (stock code: 2011) from 23 December 2015 to 20 September 2017 and Ascent International Holdings Limited (stock code: 264) from 17 February 2016 to 28 July 2017. Save as disclosed above, Mr. Wong did not act as director in any other listed public company in the last three years preceding the Latest Practicable Date.

Mr. Wong has not entered into any service contract with the Company. He is currently entitled to receive a director’s fee of RMB225,000 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 annual general meeting. 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.

Mr. Wong has been appointed as an independent non-executive Director of the Company for more than nine years. The Company has received from Mr. Wong confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Wong 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. Wong 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. Wong's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Wong who has over time gained valuable insight into the Group.

As at the Latest Practicable Date, Mr. Wong has personal interest in a total of 132,000 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. Wong was interested in 0.1% of total issued share capital of the Company.

Mr. Wong is independent and not related to any of the other Directors, senior management, substantial or controlling shareholders of the Company.

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.

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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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)*

[www.ecogreen.com](http://www.ecogreen.com)

(Stock Code: 2341)

### NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of EcoGreen International Group Limited (the “**Company**”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 June 2019 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 2018.
2. To declare a final dividend of HK4.1 cents per share for the year ended 31 December 2018.
3. To re-elect, each as separate solution, the following retiring directors of the Company (the “**Director(s)**”):
  - (a) to re-elect Ms. Lu Jiahua as an executive Director;
  - (b) to re-elect Dr. Lin David Ying Tsung as an executive Director;
  - (c) to re-elect Mr. Xiang Ming as an independent non-executive Director;
  - (d) to re-elect and continuously appoint the retiring Director, namely Mr. Wong Yik Chung, John, as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director; and
  - (e) 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.

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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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

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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(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;

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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- (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 2019

*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

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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*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 Friday, 14 June 2019 to Tuesday, 18 June 2019 (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 Thursday, 13 June 2019.
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, 26 June 2019 to Friday, 28 June 2019 (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, 25 June 2019.
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 and three independent non-executive Directors, namely Mr. Xiang Ming, Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John.*