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## **EcoGreen International Group Limited** **中怡國際集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2341)**

### **INSIDE INFORMATION** **WINDING UP PETITIONS AGAINST THE COMPANY** **AND A SUBSIDIARY**

This announcement is made by EcoGreen International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in accordance with Rule 13.09(2) and 13.25(1)(b) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

#### **WINDING-UP PETITIONS**

On 16 January 2024, the Group received from the legal advisers to Hang Seng Bank Limited (the “**Petitioner**”):

- (1) a sealed copy of a winding-up petition against the Company (the “**Petition against the Company**”) dated and filed with the High Court of The Hong Kong Special Administrative Region (the “**Court**”) as at 15 January 2024 under the action number HCCW 27/2024 to have the Company wound up by the Court under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) (“**CWUMPO**”); and

- (2) a sealed copy of a winding-up petition (the “**Petition against DIL**”, which together with the Petition against the Company are collectively referred to as the “**Petitions**”) against Doingcom International Limited (“**DIL**”), a company incorporated in Hong Kong with limited liability which is wholly-owned by the Company, dated and filed with the Court as at 15 January 2024 under the action number HCCW 28/2024 to have DIL wound up by the Court under the provisions of the CWUMPO.

According to the Petitions, it was pleaded (among other things) that: (a) the Company is indebted to the Petitioner pursuant to a loan agreement between the Company and a syndicate of lenders (the “**Syndicate**”) dated 27 May 2020 (the “**Loan Agreement**”) in respect of a US\$185,000,000 term loan facility granted by the Syndicate to the Company (as borrower); (b) DIL has guaranteed payment of the liabilities (including loan principal and interest) owed by the Borrower to the Syndicate under the Loan Agreement (the “**Indebtedness**”); (c) the Indebtedness was alleged to be in the sum of US\$201,285,820.45 as at 24 September 2023, and interest will continue to accrue until payment; and (d) the Petitioner is one of the lender under the Loan Agreement and the security agent for the Syndicate.

The Petitions are appointed to be heard by the Court on 20 March 2024.

## **EFFECTS OF THE PETITIONS**

Under Section 182 of the CWUMPO, if the Company (or DIL, as the case may be) is ultimately wound up as a result of the Petitions, any disposition of its property, including things in action, and any transfer of shares, or alteration in the status of the members, made after the commencement of the winding-up, namely, the date of the presentation of the Petitions (i.e. 15 January 2024) (the “**Commencement Date**”), shall be void unless a validation order is obtained from the Court. Any disposition made on or after the Commencement Date will not be affected if the Petitions are subsequently struck out, dismissed or permanently stayed.

Pursuant to the circular dated 28 December 2016 (the “**HKSCC Circular**”) issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of shares of listed issuers after the presentation of winding-up petition, and in view of the restrictions and the uncertainties which may arise in relation to the transfer of the shares in the Company (the “**Shares**”), for participants who conduct share transfers through HKSCC (the “**CCASS Participants**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (the “**CCASS**”) to temporarily suspend any of its services in respect of the Shares, including the suspension of acceptance of deposits of share certificates of the Company into the CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in the name of HKSCC Nominee

Limited will be returned to the relevant CCASS Participant, and HKSCC shall reserve the right to reverse any credit granted to such CCASS Participant by debiting the relevant securities from its CCASS account. These measures will generally cease to apply from the date on which the winding-up petition has been struck out, dismissed or permanently stayed, or if the Company has obtained a validation order from the Court.

Given the effect of Section 182 of the CWUMPO and the HKSCC Circular, shareholders and potential investors of the Company are reminded that any transfer of the Shares made on or after the Commencement Date would be void without a validation order from the Court in the event that the Company is ultimately wound up, and there is risk the transfers of the Shares after the Commencement Date may be restricted due to potential suspension of deposits of the Shares into the CCASS due to the Petition against the Company.

The Company emphasizes that the filing of the Petitions does not represent the successful winding-up of the Company and/or DIL as petitioned by the Petitioner, and that no winding-up order has been granted by the Court to wind-up the Company as at the date of this announcement. The Company is seeking legal advice as to the appropriate action to take in response to the Petitions. Further announcements will be made by the Company to keep the shareholders and potential investors informed of any material developments in relation to the Petitions as and when appropriate or as required under the Listing Rules.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Monday, 4 April 2022, and will remain suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and should consult their own professional advisers if they have any doubt as to their position.**

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

Hong Kong, 18 January 2024

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Yang Yirong (Chairman), Mr. Gong Xionghui, Ms. Lu Jiahua, Mr. Lin Zhigang and Ms. Sun Ruixia, and two independent non-executive Directors, namely, Mr. Zeng Shaojie and Mr. Chui Man Lung, Everett.*