

**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).

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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 2020 ANNUAL GENERAL MEETING**

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A notice convening the 2020 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, 30 June 2020 at 3:00 p.m. at which the above proposals will be considered, is set out on pages 19 to 23 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 54, Hopewell Centre, 183 Queen's Road East, 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.

28 April 2020

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 30 June 2020 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 19 to 23 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
“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 HK4.8 cents per Share for the year ended 31 December 2019 proposed to be approved by Shareholders at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS

“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 19 to 23 of this circular
“Latest Practicable Date”	22 April 2020, 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 19 to 23 of this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

## DEFINITIONS

“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:

**2020**

*(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, 23 June
Closure of transfer books and register of members of the Company for the entitlement to attend and vote at the AGM . . . . .	Wednesday, 24 June to Tuesday, 30 June
Latest time for lodging forms of proxy for the AGM . . . . .	3:00 p.m., Sunday, 28 June
Record date for determining entitlement to attend and vote at the AGM . . . . .	Tuesday, 30 June
AGM . . . . .	3:00 p.m., Tuesday, 30 June
Announcement of the results of the AGM . . . . .	6:00 p.m., Tuesday, 30 June
Re-open of transfer books and register of members of the Company . . . . .	Thursday, 2 July
Last day of dealings in Shares cum-entitlement to the Final Dividend . . . . .	Friday, 17 July
First day of dealings in Shares ex-entitlement to the Final Dividend . . . . .	Monday, 20 July
Latest time for lodging transfer of Shares in order to be entitled to the Final Dividend . . . . .	4:30 p.m., Tuesday, 21 July
Closure of transfer books and register of members of the Company for the entitlement to Final Dividend . . . . .	Wednesday, 22 July to Friday, 24 July
Record date for determining entitlement to the Final Dividend . . . . .	Friday, 24 July
Re-open of transfer books and register of members of the Company . . . . .	Monday, 27 July
Final Dividend payment date . . . . .	Friday, 28 August

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

## LETTER FROM THE BOARD



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

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

[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  
Professor 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

28 April 2020

*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 2020 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, 30 June 2020 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 AGM of the Company held on 18 June 2019, 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 19 to 23, 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.

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.



## LETTER FROM THE BOARD

### **The Repurchase Mandate**

Shareholders are referred to the ordinary resolution No. 6 in the notice of the AGM, as set out on pages 19 to 23, 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. Gong Xionghui, Mr. Han Huan Guang and Mr. Lin Zhigang will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The Nomination Committee has considered the background, skills, knowledge and experience of the Directors offering themselves for re-election, having regard to the Board diversity policy. The Board diversity policy sets out that Board appointments are based on a number of criteria, having due regard to the benefits of diversity on the Board, including, without limitation, gender, age, cultural and educational background. The Board notes that the Directors offering themselves for re-election have extensive experience in their fields and professions and their education, backgrounds, experience and practices allow them to bring valuable perspectives, insights and skills to the Board and contribute to the diversity thereof.

## 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), 3(b) and 3(c), as set out in the notice of the AGM on pages 19 to 23 of this circular, will be proposed to re-elect Mr. Gong Xionghui, Mr. Han Huan Guang and Mr. Lin Zhigang as 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 Tuesday, 30 June 2020 at 3:00 p.m. or any adjournment thereof is set out in Appendix III to 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 54, Hopewell Centre, 183 Queen's Road East, 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, 24 June 2020 to Tuesday, 30 June 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 23 June 2020.

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

The transfer books and register of members of the Company will be closed from Wednesday, 22 July 2020 to Friday, 24 July 2020 (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, 21 July 2020.

### 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 2019, 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. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **9. GENERAL INFORMATION**

Your attention is drawn to the appendices to this circular.

### **10. 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 2019, 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>2019</b>		
April	1.66	1.60
May	1.65	1.58
June	1.60	1.54
July	1.59	1.48
August	1.52	1.34
September	1.52	1.39
October	1.56	1.40
November	1.43	1.38
December	1.54	1.33
<b>2020</b>		
January	1.58	1.40
February	1.45	1.37
March	1.39	1.19
April (up to Latest Practicable Date)	1.22	1.20

**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	Number of shares held					Total	% of the issued share capital
	Beneficial owner	Investment Manager	Interest of corporation controlled by the substantial shareholder	Number of underlying shares held (Note a)			
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	-	68,873,280	-	-	-	68,873,280	8.89%
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%

*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. GONG XIONGHUI (“MR. GONG”)**

*Senior Vice-President*

Mr. Gong, aged 56, is responsible for project construction and strategic investment development. Mr. Gong holds a Master’s degree in chemical engineering from Xiamen University and has accumulated over 32 years of experience in fine chemicals industry and qualified as an ISO 9000 auditor in the PRC in 1998. He joined the Group in September 1999.

The Company has entered into a service contract with Mr. Gong 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. Gong is RMB799,000, 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, Mr. Gong was taken as interested in 15,006,315 Shares by virtue of his ownership of the entire issued share capital of Dragon Kingdom Investment Limited pursuant to Part XV of the SFO. Mr. Gong also has personal interest in a total of 2,706,000 Shares and a total of 3,960,000 Options within the meaning of Part XV of SFO. Pursuant to the meaning of Part XV of the SFO, Mr. Gong was interested in 2.80% of total issued share capital of the Company.

Other than being an Executive Director of the Company, Mr. Gong 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, Mr. Gong 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. Gong’s re-election.

**2. MR. HAN HUAN GUANG (“MR. HAN”)***Senior Vice-President*

Mr. Han, aged 58, responsible for strategic investments, capital markets and investor relations. He graduated from Zhongshan University (中山大學) with a Bachelor’s degree in biochemistry in 1982 and obtained his Master’s degree in Business Administration from University of Technology, Sydney, Australia in 1993. He has over 31 years’ experience in corporate finance, merger and acquisition, infrastructure and new technology developments, management of listed and non-listed companies in the PRC and overseas. Over the years, he has been a Director, and then Managing Director in China Everbright Medicine Co. Ltd. (a subsidiary of China Everbright Holdings Group), Livzon Pharmaceutical Group Inc. and in other senior management positions in Hong Kong, Singapore and Mainland companies. He has been appointed as a Councilor of the China Society of Biotechnology, and also member of some professional associations in the region. Mr. Han joined the Group in September 2005 as a Non-executive Director, and became an Executive Director from May 2006.

The Company has entered into a service contract with Mr. Han 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. Han is RMB1,365,000, 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, Mr. Han has personal interest in a total of 1,584,000 Shares and a total of 3,960,000 Options within the meaning of Part XV of SFO. Pursuant to the meaning of Part XV of the SFO, Mr. Han was interested in 0.72% of total issued share capital of the Company.

Other than being an Executive Director of the Company, Mr. Han 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, Mr. Han 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. Han’s re-election.

**3. MR. LIN ZHIGANG (“MR. LIN”)***Senior Vice-President*

Mr. Lin, aged 49, is responsible for the management of the Group’s operation in aroma chemicals business. He holds a Bachelor’s degree of economics obtained from Xiamen University. Prior to joining the Group in June 1996, he worked in a foreign investment enterprise and has concrete experience in sales and marketing management, business development and production management.

The Company has entered into a service contract with Mr. Lin 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. Lin is RMB929,000, 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, Mr. Lin has personal interest in a total of 2,376,000 Shares and a total of 3,960,000 Options within the meaning of Part XV of SFO. Pursuant to the meaning of Part XV of the SFO, Mr. Lin was interested in 0.82% of total issued share capital of the Company.

Other than being an Executive Director of the Company, Mr. 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, Mr. 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 Mr. Lin’s re-election.



**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 2020 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, 30 June 2020 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 2019.
2. To declare a final dividend of HK4.8 cents per share for the year ended 31 December 2019.
3. To re-elect, each as separate solution, the following retiring directors of the Company (the “**Director(s)**”):
  - (a) to re-elect Mr. Gong Xionghui as an executive Director;
  - (b) to re-elect Mr. Han Huan Guang as an executive Director;
  - (c) to re-elect Mr. Lin Zhigang as an executive Director; and
  - (d) 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.

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

- (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;

- (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, 28 April 2020

*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



**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [ir-contact@ecogreen.com](mailto:ir-contact@ecogreen.com). If any shareholder has any question relating to the meeting, please contact Tricor Tengis Limited, the Company's Hong Kong branch share registrar as follows:

Tricor Tengis Limited  
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

*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, 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 54, Hopewell Centre, 183 Queen's Road East, 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, 24 June 2020 to Tuesday, 30 June 2020 (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, 23 June 2020.
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, 22 July 2020 to Friday, 24 July 2020 (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, 21 July 2020.
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.
9. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on Tuesday, 30 June 2020, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

*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 Professor Xiang Ming, Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John.*