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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 Fine Chemicals 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 Fine Chemicals Group Limited

中怡精細化工集團有限公司*

(incorporated in the Cayman Islands with limited liability)

Website: <http://www.ecogreen.com>

(Stock Code: 02341)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF 2012 ANNUAL GENERAL MEETING**

A notice convening the 2012 annual general meeting of EcoGreen Fine Chemicals Group Limited to be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 28 June 2012 at 3:00 p.m. at which the above proposals will be considered, is set out on pages 12 to 14 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 26th Floor, Tesbury Centre, 28 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.

CONTENTS

	<i>Page</i>
Letter from the Board	
1. Introduction	1
2. General mandates to issue shares and to repurchase shares	2
3. Re-election of Directors	3
4. Actions to be taken to attend the annual general meeting	3
5. Voting at the annual general meeting	3
6. Closure of register of members	3
7. Recommendations	4
8. Miscellaneous	4
Appendix I – Explanatory Statement on the Repurchase Mandate	5
Appendix II – Particulars of Directors Proposed for Re-election	9
Notice of 2012 Annual General Meeting	12

LETTER FROM THE BOARD



EcoGreen Fine Chemicals Group Limited

中怡精細化工集團有限公司*

(incorporated in the Cayman Islands with limited liability)

Website: <http://www.ecogreen.com>

(Stock Code: 02341)

Executive Directors:

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

Registered office:

Century Yard
Cricket Square, Hutchins Drive
P.O. Box 2681 GT, George Town
Grand Cayman, Cayman Islands
British West Indies

Non-executive Directors:

Mr. Feng Tao

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

Suite 3706, 37th Floor
Central Plaza, 18 Harbour Road
Wanchai, Hong Kong

Independent non-executive Directors:

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

27 April 2012

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

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF 2012 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2012 annual general meeting (the "AGM") of EcoGreen Fine Chemicals Group Limited (the "Company") to be held on Thursday, 28 June 2012 and information on matters to be dealt with at the AGM. These include (i) granting to the directors of the Company (the "Directors") general mandates to issue the shares (the "Shares", each a "Share") of HK\$0.10 each in the capital of the Company and to repurchase the Shares; and (ii) re-election of Directors.

* for identification purposes only

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

Background

Pursuant to the ordinary resolutions passed by all shareholders of the Company (the “**Shareholders**”, each a “**Shareholder**”) at the annual general meeting of the Company held on 8 June 2011, 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 of Hong Kong Limited (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 a general mandate (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 aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution;
- (b) to grant a general mandate (the “**Repurchase Mandate**”) to the Directors to enable them to repurchase the Shares up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution on the Stock Exchange; and
- (c) 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 (such authorisation is referred to below as the “**Extension Mandate**”).

The Issue Mandate and the Extension Mandate

Shareholders are referred to the ordinary resolutions No. 5 and No. 7 in the notice of the AGM, as set out on pages 12 to 14, for details of the resolutions on these general mandates which will be considered at the AGM. With reference to these resolutions, the Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued upon the exercise of options which may be granted under the share option scheme of the Company or pursuant to any scrip dividend scheme which may be approved by the Shareholders.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 96,675,600 Shares.

The Repurchase Mandate

Shareholders are referred to the ordinary resolution No. 6 in the notice of the AGM, as set out on pages 12 to 14, for details of the resolution on this general mandate which will be considered at the AGM. With reference to this resolution, the board of Directors of the Company (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 Rules Governing the Listing of Securities on the Stock Exchange (“**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.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

In accordance with article 108(A) of the articles of association of the Company (the “**Articles of Association**”), one-third of the Directors for the time being, shall retire at each annual general meeting from office by rotation. Accordingly Mr. Feng Tao, Mr. Gong Xionghui and Mr. Han Huan Guang 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 of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company (in the case of a Director appointed to fill a casual vacancy) or the next following annual general meeting of the Company (in the case of a Director appointed as 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.

By virtue of article 112 of the Articles of Association, the office of Mr. Lin Zhigang, an executive Director and Mr. Lau Wang Yip, Derrick, an independent non-executive Director, will end at the AGM. Mr. Lin Zhigang and Mr. Lau Wang Yip, Derrick, being eligible, will offer themselves for re-election at the AGM.

Particulars of these Directors required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

4. ACTIONS TO BE TAKEN TO ATTEND THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 12 to 14 of this circular. At the AGM, ordinary resolutions will be proposed to approve a number of matters, including, inter alia, (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors.

A proxy form for use at the AGM is enclosed and published on the designated website of the Stock Exchange (<http://www.hkexnews.hk>) and on the website of the Company (<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 26th Floor, Tesbury Centre, 28 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.

5. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 72 of the Articles of Association. 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.

6. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Tuesday, 26 June 2012 to Thursday, 28 June 2012 (both days inclusive), during which period no transfer of shares will be effected, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 25 June 2012.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Directors believe that, the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders.

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

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2011, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

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

Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolutions approving, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors and the re-election of Directors at the AGM.

8. 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 Fine Chemicals 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 23 April 2012, being the latest practicable date prior to the issue of this circular (the “**Latest Practicable Date**”), the issued share capital of the Company comprised 483,378,000 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 48,337,800 Shares.

3. Reasons for the repurchase

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

4. Funding of repurchases

Repurchase must be funded out of funds which are legally available for the purposes in accordance with the memorandum of association of the Company, the Articles of Association and the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”). 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, 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 the position as at 31 December 2011, 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. Share prices

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

	Highest HK\$	Lowest HK\$
2011		
April	2.87	2.51
May	2.65	2.16
June	2.46	2.08
July	2.64	2.47
August	2.64	2.09
September	2.20	1.68
October	2.11	1.63
November	2.15	1.66
December	1.96	1.53
2012		
January	1.82	1.41
February	2.08	1.70
March	2.23	1.55
April (up to Latest Practicable Date)	1.67	1.45

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 Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the Securities and Futures Ordinance (the "SFO") (Chapter 571 of the Laws of Hong Kong) and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons ("Substantial Shareholders") were directly or indirectly interested in 5% or more of the issued capital of the Company:

Name	Beneficial owner	Investment Manager	Number of shares held		Total	% of the issued share capital of the Company
			Interest of corporation controlled by the substantial shareholder	Other interests		
Yang Yirong	400,000	-	197,264,158 (Note a)	-	197,664,158	40.89%
Marietta Limited	197,264,158 (Note a)	-	-	-	197,264,158	40.81%
Keywise Capital Management (HK) Limited	-	72,302,000	-	-	72,302,000	14.96%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Name	Beneficial owner	Investment Manager	Number of shares held		Total	% of the issued share capital of the Company
			Interest of corporation controlled by the substantial shareholder	Other interests		
Keywise Greater China Opportunities Master Fund	53,022,000	-	-	-	53,022,000	10.97%
FMR LLC	-	48,448,000	-	-	48,448,000	10.02%
Platinum Investment Management Limited	-	28,234,000	-	-	28,234,000	5.84%
UBS AG	-	-	-	28,850,000 (Note b)	28,850,000	5.97%

Notes:

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

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 repurchased a total of 1,618,000 Share on the Stock Exchange in the previous six calendar months prior to the Latest Practicable Date. These repurchased Shares were cancelled. Details of such repurchases were as follow:

Date of Repurchase	Number of Shares Repurchased	Repurchase Price Per Share	
		Highest HK\$	Lowest HK\$
28 October 2011	30,000	2.06	2.05
31 October 2011	50,000	2.11	2.07
1 November 2011	34,000	2.14	2.12
2 November 2011	38,000	2.09	2.06
3 November 2011	40,000	2.06	2.04
4 November 2011	40,000	2.14	2.10
10 November 2011	46,000	2.06	2.03
11 November 2011	30,000	2.06	2.05
15 November 2011	10,000	2.06	2.06

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Date of Repurchase	Number of Shares Repurchased	Repurchase Price Per Share	
		Highest HK\$	Lowest HK\$
16 November 2011	40,000	2.06	2.05
18 November 2011	68,000	2.04	1.99
21 November 2011	26,000	2.07	2.06
22 November 2011	48,000	2.04	1.98
23 November 2011	68,000	1.98	1.74
24 November 2011	10,000	1.89	1.89
25 November 2011	10,000	1.88	1.88
28 November 2011	80,000	2.01	1.85
29 November 2011	30,000	1.96	1.81
30 November 2011	20,000	1.94	1.83
5 December 2011	34,000	1.79	1.78
6 December 2011	10,000	1.96	1.96
23 December 2011	20,000	1.67	1.67
28 December 2011	20,000	1.64	1.62
29 December 2011	60,000	1.68	1.63
3 January 2012	40,000	1.63	1.62
4 January 2012	50,000	1.63	1.60
5 January 2012	30,000	1.68	1.60
6 January 2012	62,000	1.59	1.52
9 January 2012	120,000	1.52	1.47
10 January 2012	36,000	1.53	1.48
11 January 2012	40,000	1.57	1.52
12 January 2012	60,000	1.54	1.49
16 January 2012	84,000	1.54	1.49
17 January 2012	66,000	1.52	1.49
19 January 2012	138,000	1.62	1.50
20 January 2012	30,000	1.69	1.62
	<hr/>		
	1,618,000		
	<hr/> <hr/>		

8. Undertaking

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

No 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

1. Mr. Feng Tao (“Mr. Feng”)

Mr. Feng, aged 44, is the Chief Executive Officer of NewMargin Ventures Capital Co. Ltd., which is a leading venture capital management company in China. Commencing from 1999, Mr. Feng has been serving as the vice president officer (副主任) of The Foundation of Science & Technology for Development of the State Planning Committee, State Economic & Trade Commission of the PRC (中華人民共和國國家經濟貿易委員會) and Chinese Academy of Sciences. As one of pioneers of venture-capital of China, Mr. Feng possesses extensive experience and knowledge of both domestic and overseas markets. Mr. Feng was awarded the title of “Top 10 most influential venture capitalists in China” in the “Asia-Pacific Venture Capitalist Summit and Most Influential Venture Capitalists in China Award Ceremony” in April 2005. He obtained a Master degree in science from the Department of Statistics and Applied Probability of University of Alberta in June 1992. He joined the Group in September 2005.

Mr. Feng has not entered into any service contract with the Company. He currently does not receive director’s fee. He is entitled to further director’s emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at 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 extended for one year automatically until its termination by any party through giving a written notice of at least three months to the other party.

As at the Latest Practicable Date, Mr. Feng was personally interested in 1,200,000 Shares which represented about 0.25% of the total issued share capital of the Company, within the meaning of Part XV of the SFO. Mr. Feng is independent and not related to any of the other Directors, senior management, substantial or controlling shareholders of the Company.

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

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

2. Mr. Gong Xionghui (“Mr. Gong”)

Mr. Gong, aged 48, is responsible for project construction and strategic investment development. Mr. Gong holds a Master degree in chemical engineering from Xiamen University (廈門大學) and has accumulated over 20 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 RMB678,000, and is entitled to further director’s emoluments, which is determined by the Board from time to time with reference to his duties and responsibilities within the Company, 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

At the Latest Practicable Date, Mr. Gong was taken as interested in 11,368,421 Shares which represented about 2.35% of the total issued share capital of the Company, by virtue of his ownership of Dragon Kingdom Investment Limited pursuant to Part XV of the SFO. Mr. Gong also has personal interest in share options to subscribe for a total of 2,050,000 Shares of the Company within the meaning of Part XV of SFO. Other than being an Executive Director of the Company, he is also the Senior Vice-President of the Group. Mr. Gong is independent and not related to any Director, senior management, substantial or controlling shareholder 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.

3. Mr. Han Huan Guang ("Mr. Han")

Mr. Han, aged 49, graduated from Zhongshan University (中山大學) with a Bachelor degree in biochemistry in 1982 and obtained his Master degree in Business Administration from University of Technology, Sydney, Australia in 1993. He has over 20 years' experience in corporate finance, merger and acquisition, infrastructure and new technology developments, management of listed and non-listed companies in the RC 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. He joined the Group in September 2005 as a non-executive director, and became an executive director from May 2006, responsible for Group strategic investments and investor relations.

The Company has not entered into a service contract with Mr. Han. The current basic annual salaries of Mr. Han is RMB1,091,000, and is entitled to further director's emoluments, which is determined by the Board from time to time with reference to his duties and responsibilities within the Company, 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.

As at the Latest Practicable Date, Mr. Han was personally interested in 1,200,000 Shares which represented about 0.25% of the total issued share capital of the Company, within the meaning of Part XV of the SFO. Other than being an Executive Director of the Company, he is also the Senior Vice-President of the Group. Mr. Han 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. 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 relating to his re-election that need to be brought to the attention of the Shareholders.

4. Mr. Lin Zhigang ("Mr. Lin")

Mr. Lin, aged 41, 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The Company has not entered into a service contract with Mr. Lin. The current basic annual salaries of Mr. Lin is RMB688,000, and is entitled to further director's emoluments, which is determined by the Board from time to time with reference to his duties and responsibilities within the Company, 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.

As at the Latest Practicable Date, Mr. Lin has personal interest in share options to subscribe for a total of 1,800,000 Shares within the meaning of Part XV of the SFO. Other than being an Executive Director of the Company, he is also the Senior Vice-President of the Group. Mr. Lin 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. 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.

5. Mr. Lau Wang Yip, Derrick ("Mr. Lau")

Mr. Lau, aged 50, is the managing director of a financial institution. He obtained a master degree of management science in accounting and he has extensive experience in investment banking.

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

Mr. Lau has not entered into any service contract with the Company. He is currently entitled to receive a director's fee of RMB175,000 per annum and is entitled to further director's emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at 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 extended for one year automatically until its termination by any party through giving a written notice of at least three months to the other party.

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

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

NOTICE OF 2012 ANNUAL GENERAL MEETING



EcoGreen Fine Chemicals Group Limited

中怡精細化工集團有限公司*

(incorporated in the Cayman Islands with limited liability)

Website: <http://www.ecogreen.com>

(Stock Code: 02341)

NOTICE OF 2012 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of EcoGreen Fine Chemicals Group Limited (the "Company") will be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 28 June 2012 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 2011.
2. To declare a final dividend of HK\$0.0348 per share for the year ended 31 December 2011.
3. To re-elect, each as separate solution, the following retiring directors: (a) Mr. Feng Tao; (b) Mr. Gong Xionghui; (c) Mr. Han Huan Guang; (d) Mr. Lin Zhigang; and (e) Mr. Lau Wang Yip, Derrick, and to authorise the board of directors to fix the directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix their remuneration.

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

5. "THAT:
 - (a) subject to paragraph (c) below, pursuant to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company (the "Directors") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with the unissued shares (the "Shares", each a "Share") of HK\$0.10 each in the capital of the Company and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares and to make or grant offers, agreements and options, which may require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers at any time during or after the expiry of the Relevant Period;
 - (c) the aggregate nominal amount of share capital 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

* for identification purposes only

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (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 of Association**”) in force from time to time;

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue 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 of Association, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution;

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

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase its Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount 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 aggregate nominal amount of the issued share capital 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 of Association, 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

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (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 resolution no. 5 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 aggregate nominal amount of the shares 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 nominal amount of the share capital 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 Fine Chemicals Group Limited
Yang Yirong
Chairman & President

Hong Kong, 27 April 2012

Registered office:
Century Yard
Cricket Square, Hutchins Drive
P.O. Box 2681 GT, George Town
Grand Cayman, Cayman Islands
British West Indies

*Head office and principal place
of business in Hong Kong:*
Suite 3706, 37th Floor
Central Plaza, 18 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above (or at any adjournment thereof) is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“**Branch Registrar**”) of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Tuesday, 26 June 2012 to Thursday, 28 June 2012 (both days inclusive), during which period no transfer of shares will be effected, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 25 June 2012.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to proposed resolutions no. 5 and 7 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued pursuant to the exercise of any option which may be granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of the Company which this notice forms part.

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