

**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 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)*

*www.ecogreen.com*

**(Stock Code: 02341)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF 2013 ANNUAL GENERAL MEETING**

A notice convening the 2013 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 Tuesday, 28 May 2013 at 3:00 p.m. at which the above proposals will be considered, is set out on pages 11 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.

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## LETTER FROM THE BOARD



### **EcoGreen Fine Chemicals Group Limited**

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**(Stock Code: 02341)**

*Executive Directors:*

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

*Non-executive Director:*

Mr. Feng Tao

*Independent non-executive Directors:*

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

*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

25 April 2013

*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 2013 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the 2013 annual general meeting (the "AGM") of EcoGreen Fine Chemicals Group Limited (the "Company") to be held on Tuesday, 28 June 2013 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 28 June 2012, 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 11 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 11 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.

## LETTER FROM THE BOARD

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.

### 3. RE-ELECTION OF DIRECTORS

In accordance with article 108(A) of the articles of association of the Company (the “**Articles of Association**”), Mr. Yang Yirong and Ms. Lu Jiahua will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders.

Mr. Yau Fook Chuen (“**Mr. Yau**”) and Mr. Wong Yik Chung, John (“**Mr. Wong**”) have been appointed as independent non-executive Directors for nine years. The Company has received from Mr. Yau and Mr. Wong the confirmations of independence according to Rule 3.13 of the Listing Rules. They have not engaged in any executive management of the Group. Taking into consideration of their independent scope of work in the past years, the Directors consider Mr. Yau and Mr. Wong to be independent under the Listing Rules despite the fact that they have served the Company for nine years. The Board believes that their continued tenure brings considerable stability to the Board and the Board has benefited greatly from their presences who have over time gained valuable insight into the Group.

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 directors. Resolutions nos. 3(a) and 3(b), as set out in the Notice of the AGM on pages 11 to 14 of this circular, will be proposed to re-elect Mr. Yang Yirong and Ms. Lu Jiahua as executive Directors respectively and resolutions nos. 3(c) and 3(d) will be proposed to re-elect Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John as independent non-executive Directors respectively.

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

The notice of the AGM is set out on pages 11 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 ([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 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.

## LETTER FROM THE BOARD

### 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 Thursday, 23 May 2013 to Tuesday, 28 May 2013 (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 Wednesday, 22 May 2013.

### 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 2012, 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 19 April 2013, 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.

<b>APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b>
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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 2012, 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>2012</b>		
April	1.67	1.45
May	1.53	1.33
June	1.50	1.23
July	1.37	1.20
August	1.30	1.22
September	1.36	1.22
October	1.48	1.26
November	1.47	1.32
December	1.40	1.30
<b>2013</b>		
January	1.69	1.35
February	1.60	1.41
March	1.64	1.41
April (up to Latest Practicable Date)	1.56	1.41

## 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:

<b>APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b>
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Name	Beneficial owner	Investment Manager	Number of shares held Interest of corporation controlled by the substantial shareholder	Other interests	Total	% of the issued share capital of the Company
Yang Yirong	400,000	-	198,294,158 <i>(Note a)</i>	-	198,694,158	41.11%
Marietta Limited	198,294,158 <i>(Note a)</i>	-	-	-	198,294,158	41.02%
FMR LLC	-	48,448,000	-	-	48,448,000	10.02%
Platinum Investment Management Limited	-	34,130,000	-	-	34,130,000	7.06%

*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.

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 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.

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

**1. Mr. Yang Yirong (“Mr. Yang”)**  
*Chairman and President*

Mr. Yang, aged 51, is the founder of the Group. He is responsible for strategic planning and formulation of overall corporate development policy for the Group. Mr. Yang holds a Bachelor degree in science, majoring in chemistry from Huaqiao University (華僑大學) in 1982. Prior to founding the Group in 1994, Mr. Yang has extensive experience in the fine chemicals manufacturing and trading and has more than ten years of experience in natural organic chemistry research.

The Company has entered into a service contract with Mr. Yang for successive terms of one year until terminated by not less than three months’ notice in writing served by either party on the other. The current basic annual salaries of Mr. Yang is RMB2,129,000, and he is entitled to further director’s emoluments, which is determined by the Board from time to time with reference to his duties and responsibilities within the Company, the market benchmark and subject to approval by the Shareholders at annual general meeting. In addition, he is also entitled to a discretionary management bonus which will be reviewed and approved by the remuneration committee of the Company. All the director’s emolument disclosed above are being covered by the service contract.

At the Latest Practicable Date, Mr. Yang was taken as interested in 198,294,158 Shares by virtue of his ownership of the entire issued share capital of Marietta Limited pursuant to Part XV of the SFO. Mr. Yang also has personal interest in a total of 400,000 Shares. Pursuant to the meaning of Part XV of the SFO, Mr. Yang was interested in 41.11% of total issued share capital of the Company. Other than being a Chairman of the Company, Mr. Yang is also the President of the Group. He does not have any relationship with any Director, senior management or substantial shareholder of the Company. In the last three years prior to the Latest Practicable Date, Mr. Yang did not hold any directorship or senior management positions in any other listed companies. Save as disclosed herein, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters which are necessary to be made aware to the Shareholders regarding Mr. Yang’s re-election.

**2. Ms. Lu Jiahua (“Ms. Lu”)**  
*Vice-President*

Ms. Lu, aged 46, oversees the finance and accounting and human resources functions for the Group in the PRC. She has over 19 years of experience in accounting, financial management, administration management and internal auditing in a number of pharmaceutical and fine chemical manufacturing enterprises. Ms. Lu holds a Bachelor degree and a Master degree in economics and corporate management from Xiamen University (廈門大學). She joined the Group in April 2002.

The Company has entered into a service contract with Ms. Lu for successive terms of one year until terminated by not less than three months’ notice in writing served by either party on the other. The current basic annual salaries of Ms. Lu is RMB1,095,000, and she is entitled to further director’s emoluments, which is determined by the Board from time to time with reference to his duties and responsibilities within the Company, the market benchmark and subject to approval by the Shareholders at annual general meeting. In addition, he is also entitled to a discretionary management bonus which will be reviewed and approved by the remuneration committee of the Company. All the director’s emolument disclosed above are being covered by the service contract.

At the Latest Practicable Date, Ms. Lu was taken as interested in 8,526,316 Shares which represented about 1.76% of the total issued share capital of the Company, by virtue of her ownership of the entire issued share capital of Sunwill Investments Limited pursuant to Part XV of the SFO. Ms. Lu also has personal interest in share options to subscribe for a total of 1,554,000 Shares of the Company within the meaning of Part XV of SFO. Other than being an Executive Director of the Company, Ms. Lu is also the Vice-President of the Group. She does not have any relationship with any Director, senior management or substantial shareholder of the Company. In the last three years prior to the Latest Practicable Date, Ms. Lu did not hold any directorship or senior management positions in any other listed companies. Save as disclosed herein, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters which are necessary to be made aware to the Shareholders regarding Ms. Lu's re-election.

**3. Mr. Yau Fook Chuen ("Mr. Yau")**

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

Mr. Yau, aged 55, being the Independent Non-executive Director of the Company, is a practising accountant and has over 20 years of experience in public accountancy practice which covers company secretarial service, accountancy, auditing and taxation. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Yau is currently the proprietor of Yau & Wong, Certified Public Accountants in Hong Kong. He was appointed as an Independent Non-executive Director in February 2004.

Mr. Yau has not entered into any service contract with the Company. He is currently entitled to receive a director's fee of RMB189,000 per annum and he is entitled to further director's emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at annual general meeting. Should he be re-elected at the forthcoming AGM, his term is one year from the date of re-election to the date the forthcoming annual general meeting of the Company to be held in subsequent financial year. His term can be terminated by any party through giving a written notice of at least three months to the other party.

As at the Latest Practicable Date, Mr. Yau has personal interest in 100,000 Shares and share options to subscribe for a total of 200,000 Shares within the meaning of Part XV of the SFO.

Mr. Yau is independent and not related to any of the other Directors, senior management, substantial or controlling shareholders of the Company. In the last three years prior to the Latest Practicable Date, Mr. Yang did not hold any directorship or senior management positions in any other listed companies. Save as disclosed herein, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**4. Mr. Wong Yik Chung (“Mr. Wong”)**

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

Mr. Wong, aged 46, being the Independent Non-executive Director of the Company, was also served as an Independent Non-executive Director of Golden Resources Development International Limited, CDW Holdings Limited and General Steel Holdings Inc, companies listed in Hong Kong, Singapore and the United States respectively. He is a professional accountant by training with more than 20 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprise in the PRC. Mr. Wong is currently the director to TMF China, a firm provides a variety of professional outsourcing solutions to an international client base investing in PRC. Mr. Wong graduated from the University of Melbourne. He is a fellow member of the Australian Society of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He also obtained a PRC Certificate of Independent Directorship in 2002. He was appointed as an Independent Non-executive Director in February 2004.

Mr. Wong has not entered into any service contract with the Company. He is currently entitled to receive a director’s fee of RMB189,000 per annum and he is entitled to further director’s emoluments which is determined by the Board from time to time with reference to his duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at annual general meeting. Should he be re-elected at the forthcoming AGM, his term is one year from the date of re-election to the date the forthcoming annual general meeting of the Company to be held in subsequent financial year. His term can be terminated by any party through giving a written notice of at least three months to the other party.

As at the Latest Practicable Date, Mr. Wong has personal interest in 100,000 Share and share options to subscribe for a total of 200,000 Shares within the meaning of Part XV of the SFO.

Mr. Wong is independent and not related to any of the other Directors, senior management, substantial or controlling shareholders of the Company. Save for disclosed above, Mr. Wong did not hold any directorship or senior management positions in any other listed companies in the last three years prior to the Latest Practicable Date, 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 2013 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)*

*www.ecogreen.com*

**(Stock Code: 02341)**

## NOTICE OF 2013 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 Tuesday, 28 May 2013 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 2012.
2. To declare a final dividend of HK\$0.041 per share for the year ended 31 December 2012.
3. To re-elect, each as separate solution, the following retiring directors: (a) Mr. Yang Yirong as an executive director; (b) Ms. Lu Jiahua as an executive director; (c) Mr. Yau Fook Chuen (who has served the Company for nine years) as an independent non-executive director; (d) Mr. Wong Yip Chung, John (who has served the Company for nine years) as an independent non-executive director; and (e) 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;

\* for identification purposes only

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- (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
  - (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).”

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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
    - (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, 25 April 2013

## NOTICE OF 2013 ANNUAL GENERAL MEETING

*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 Thursday, 23 May 2013 to Tuesday, 28 May 2013 (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 Wednesday, 22 May 2013.
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.*