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

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Echo International Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**Echo International Holdings Group Limited**

**毅高（國際）控股集團有限公司**

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

**(Stock Code: 8218)**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
(3) REFRESHMENT OF SCHEME MANDATE LIMIT;  
(4) PROPOSED CHANGE OF AUDITORS;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Echo International Holdings Group Limited to be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 30 July 2014 at 11:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting (or any adjourned meeting) if you so wish.

30 June 2014

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## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

<b>“AGM”</b>	the annual general meeting of the Company to be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 30 July 2014 at 11:00 a.m. or any adjournment thereof (as the case may be)
<b>“Articles of Association”</b>	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
<b>“associate(s)”</b>	has the meaning ascribed thereto in the GEM Listing Rules
<b>“Board”</b>	the board of Directors
<b>“Company”</b>	Echo International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
<b>“controlling shareholder(s)”</b>	has the meaning ascribed thereto in the GEM Listing Rules
<b>“Director(s)”</b>	the director(s) of the Company
<b>“Echo Co”</b>	Echo Electronics Co, a partnership formed in Hong Kong on 27 November 1989 focusing on electronics manufacturing services, which ceased its business and was dissolved on 30 September 2010
<b>“GEM”</b>	The Growth Enterprise Market of the Stock Exchange
<b>“GEM Listing Rules”</b>	Rules Governing the Listing of Securities on the GEM
<b>“Group”</b>	the Company and all of its subsidiaries
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Latest Practicable Date”</b>	25 June 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
<b>“Issue Mandate”</b>	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of such resolution

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## DEFINITIONS

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<b>“Option(s)”</b>	the option(s) to subscribe for Shares granted or to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme
<b>“Pre-IPO Share Option Scheme”</b>	the pre-IPO share option scheme of the Company adopted on 27 September 2013, the principal terms of which are set out in the prospectus of the Company dated 30 September 2013
<b>“Repurchase Mandate”</b>	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company at the date of the passing of such resolution
<b>“Scheme Mandate Limit”</b>	the maximum number of Options that may be granted by the Company under the Share Option Scheme and the Pre-IPO Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue upon listing and thereafter, if refreshed, the maximum number of Options that may be granted by the Company under the Share Option Scheme which shall not exceed 10% of the Shares in issue as at the date of approval of the refreshment of such limit
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
<b>“Share(s)”</b>	ordinary share(s) of HK\$0.01 each in the share capital of the Company
<b>“Share Option Scheme”</b>	the post-IPO share option scheme of the Company adopted on 27 September 2013, the principal terms of which are set out in the prospectus of the Company dated 30 September 2013
<b>“Shareholder(s)”</b>	holder(s) of the Share(s)
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Takeovers Code”</b>	the Hong Kong Code on Takeovers and Mergers
<b>“%”</b>	per cent.



**Echo International Holdings Group Limited**

**毅高(國際)控股集團有限公司**

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

**(Stock Code: 8218)**

*Executive Directors:*

Mr. Lo Yan Yee  
Ms. Cheng Yeuk Hung  
Mr. Cheng Kwing Sang, Raymond  
Mr. Lo Ding To

*Registered office:*

Floor 4, Willow House, Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Independent non-executive Directors:*

Mr. Lam Wai Yuen  
Mr. Ang Chuk Pai  
Mr. Cheung Chin Wa, Angus  
Ms. Kwok Ni Ha

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

Room 2205, 22/F  
Cable TV Tower  
9 Hoi Shing Road  
Tsuen Wan, Hong Kong

30 June 2014

*To the Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
(3) REFRESHMENT OF SCHEME MANDATE LIMIT;  
(4) PROPOSED CHANGE OF AUDITORS;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) the general mandates to issue and repurchase Shares, (ii) the re-election of the Directors, (iii) the refreshment of the Scheme Mandate Limit, (iv) the proposed change of auditors, and (v) the notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

#### Issue Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot and issue further new Shares representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution.

The Company had an aggregate of 200,000,000 Shares in issue as at the Latest Practicable Date. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum of Shares which may be issued pursuant to the Issue Mandate will be 40,000,000 Shares.

#### Repurchase Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed such number representing 10% of the share capital of the Company in issue on the date of the passing of the resolution.

Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum of Shares which may be repurchased pursuant to the Repurchase Mandate will be 20,000,000 Shares.

An explanatory statement, as required by the GEM Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

#### Extension of the Issue Mandate

An ordinary resolution will also be proposed at the AGM to authorize the Directors to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, any Director appointed by Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting 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.

Pursuant to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Article 83(3), Mr. Cheung Chin Wa, Angus (“**Mr. Cheung**”) and Ms. Kwok Ni Ha (“**Ms. Kwok**”) shall hold office until the AGM and shall be eligible for re-election. In accordance with Articles 84(1) and 84(2), Mr. Lo Yan Yee (“**Mr. Lo**”) and Ms. Cheng Yeuk Hung (“**Ms. Cheng**”) shall retire from their offices as Directors and shall be eligible for re-election. Mr. Lo and Ms. Cheng will offer themselves for re-election as executive Directors, and Mr. Cheung and Ms. Kwok will offer themselves for re-election as independent non-executive Directors.

Particulars relating to the above named Directors are set out in Appendix II to this circular.

### **REFRESHMENT OF SCHEME MANDATE LIMIT**

Both the Pre-IPO Share Option Scheme and the Share Option Scheme were adopted by the Company on 27 September 2013 pursuant to written resolutions passed by the then sole Shareholder. The Pre-IPO Share Option Scheme expired on 30 September 2013. Save for the Share Option Scheme, there is no other share option scheme in force as at the Latest Practicable Date.

Under the existing Scheme Mandate Limit, the maximum number of Options that may be granted by the Company under the Share Option Scheme and the Pre-IPO Share Option Scheme shall not in aggregate exceed 10% of the number of Shares in issue upon listing. Upon listing, the Company had an aggregate of 200,000,000 Shares in issue. Therefore, the Company is entitled to grant up to 20,000,000 Options under the existing Scheme Mandate Limit.

On 30 September 2013, the Company granted a total of 20,000,000 Options under the Pre-IPO Share Option Scheme to certain Directors, all of which are outstanding. As at the Latest Practicable Date, no Option have been granted under the Share Option Scheme. Accordingly, the existing Scheme Mandate Limit has been fully utilized and no further Option may be granted by the Company under the existing Scheme Mandate Limit. The Board proposes to seek the Shareholders’ approval at the AGM to refresh the Scheme Mandate Limit.



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## LETTER FROM THE BOARD

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The Board considers that the refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole because it enables the Company to reward and motivate the eligible participants of the Share Option Scheme to contribute to the success of the Group and enables the Board to have more flexibility in granting the Options.

As at the Latest Practicable Date, the Company had an aggregate of 200,000,000 Shares in issue. If the Scheme Mandate Limit is refreshed, the Board will be able to grant Options for subscription of up to a total of 20,000,000 Shares (representing 10% of the issued share capital of the Company as at the date of the AGM) assuming that there will be no change to the issued share capital of the Company between the Latest Practicable Date and the date of the AGM.

Pursuant to the GEM Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company in issue from time to time.

The refreshment of Scheme Mandate Limit is conditional upon:

- (i) the approval of the refreshed Scheme Mandate Limit at the AGM; and
- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any Options that may be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit.

The Company will submit to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued upon exercise of the Options which may be granted under the refreshed Scheme Mandate Limit.

### THE PROPOSED CHANGE OF AUDITORS

The accounts of the Company for the year ended 31 March 2014 were audited by HLB Hodgson Impey Cheng whose term of office will expire upon the AGM. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganized as HLB Hodgson Impey Cheng Limited. A resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the AGM.

### THE AGM

A notice convening the AGM is set out on pages 17 to 21 of this circular. The AGM will be convened and held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong at 11:00 a. m. on Wednesday, 30 July 2014 for the purpose of considering and, if thought fit, passing the ordinary resolutions to approve, among others, the general mandates to issue and repurchase Shares, the re-election of retiring Directors, the refreshment of the Scheme Mandate Limit and the appointment of new auditors.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting (or any adjourned meeting) if you so wish.

None of the Shareholders are required to abstain from voting at the AGM on any resolutions as set out in the notice of the AGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### **RECOMMENDATIONS**

The Directors believe that the proposed grant of the general mandates to issue and repurchase Shares, the proposed re-election of retiring Directors, the proposed refreshment of the Scheme Mandate Limit and the proposed change of auditors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### **GENERAL**

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Echo International Holdings Group Limited**  
**Cheng Yeuk Hung**  
*Executive Director*

*The following is the explanatory statement required to be sent to shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorize the Directors to repurchase the Shares.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there were 200,000,000 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 20,000,000 Shares (representing 10% of the issued share capital of the Company as at the AGM) during the period from the date of the AGM up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

## **2. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Under the Cayman Islands law, a share repurchase 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 authorized by the Articles and subject to the provisions of the Companies Laws (Cap. 22 of the Cayman Islands), out of capital.

## **4. IMPACT ON REPURCHASES**

Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 March 2014. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels 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 have been traded on the GEM for each month since the listing of the Shares on the GEM on 11 October 2013 and up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
October (from 11 October 2013)	2.80	0.75
November	0.94	0.70
December	0.96	0.75
<b>2014</b>		
January	2.21	0.89
February	1.33	0.99
March	1.75	1.05
April	1.62	1.24
May	1.39	1.04
June (up to the Latest Practicable Date)	1.26	0.95

## 6. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

## 7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interest, 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, the following Shareholders are interested in more than 10% of the total voting rights of the Shares then in issue:

Name	Number of Shares	Percentage of voting rights
Ms. Cheng	140,000,000	70.00%
Mr. Lo ( <i>Note 1</i> )	140,000,000	70.00%
Adamas Asset Management (HK) Limited ( <i>Note 2</i> )	24,840,000	12.42%

*Note:*

1. Mr. Lo is taken to be interested in the 140,000,000 Shares held by his spouse, Ms. Cheng.
2. Adamas Asset Management (HK) Limited is interested in 24,840,000 Shares in capacity of an investment manager.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the total voting rights of the Shares would be increased to:

Name	Percentage of voting rights
Ms. Cheng	77.78%
Mr. Lo	77.78%
Adamas Asset Management (HK) Limited	13.80%

On the basis of the current shareholding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in the above Shareholders becoming obliged to make a mandatory offer under rule 26 of the Takeover Code.

In addition, the Company will not repurchase Shares to such extent which would result in the number of Shares held by the public being reduced to less than 25%.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the GEM or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will offer themselves for re-election at the AGM, are set out below:

## **A. EXECUTIVE DIRECTORS**

### **1. Mr. Lo Yan Yee**

#### *Experience*

Mr. Lo Yan Yee (勞忻儀), aged 62, is an executive Director and the chairman of the Board as well as the factory general manager of the Group. Mr. Lo finished Form One in 1966 and is the founder of the Group and has approximately 36 years of experience in the electronics industry of which he has spent over 24 years in managing his own business. Mr. Lo commenced the work in the electronics industry in 1978, and prior to establishing Echo Co in 1989, he worked in the production department in various electronics companies in Hong Kong and acquired extensive experience in production and management. Save as disclosed, Mr. Lo did not hold any directorship in the past 3 years in any companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of Service*

The Company has entered into a service contract with Mr. Lo on 27 September 2013. The fixed term of service of Mr. Lo is one year commencing from the date of the listing of the Shares on the GEM (i.e. 11 October 2013) and shall be automatically renewed for successive terms of one year until terminated by Mr. Lo or the Company giving not less than three months' written notice to the other party.

#### *Relationships*

Mr. Lo is the spouse of Ms. Cheng, the father to Mr. Lo Ding To and the brother-in-law of Mr. Cheng Kwing Sang, Raymond, all executive Directors, and Ms. Cheng is also a controlling shareholder of the Company. Save as disclosed, Mr. Lo has no relationship with any other Director, senior management, substantial shareholder (as defined in the GEM Listing Rules) or controlling shareholder of the Company. Save as disclosed, Mr. Lo does not hold other position in the Group as at the Latest Practicable Date.

#### *Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Lo is holding 5,700,000 Options with rights to subscribe for up to 5,700,000 Shares at an exercise price of HK\$0.60 per Share. He is also taken to be interested in the 140,000,000 Shares and the 5,700,000 Options (carrying the rights to subscribe for up to 5,700,000 Shares) held by his spouse, Ms. Cheng. Save as disclosed, Mr. Lo does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

*Director' emoluments*

Under the service contract entered into between Mr. Lo and the Company on 27 September 2013, Mr. Lo is currently entitled to a fixed remuneration of HK\$90,000 per annum and a discretionary bonus to be determined by the Board at its absolute discretion having regard to the suggestion by the remuneration committee, the operating results of the Group and individual performance. The amount of the annual emoluments for Mr. Lo was determined between the parties with reference to prevailing market conditions and his duty and responsibility in the Company.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning the re-appointment of Mr. Lo as an executive Director that need to be brought to the attention of the Shareholders.

**2. Ms. Cheng Yeuk Hung***Experience*

Ms. Cheng Yeuk Hung (鄭若雄), aged 57, is an executive Director and the chief operation officer of the Group. Ms. Cheng finished her secondary education in 1975 and is the founder of the Company and has approximately 35 years of experience in the electronics industry of which she has spent over 24 years in managing her own business. Prior to establishing Echo Co in 1989, Ms. Cheng had worked in EDAX Industrial Company Limited from 1979 to 1988 as an operation manager whereby she became skilled at business promotion, procurement of raw materials, and resource management in the electronics industry. Save as disclosed, Ms. Cheng did not hold any directorship in the past 3 years in any companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

The Company has entered into a service contract with Ms. Cheng on 27 September 2013. The fixed term of service of Ms. Cheng is one year commencing from the date of the listing of the Shares on the GEM (i.e. 11 October 2013) and shall be automatically renewed for successive terms of one year until terminated by Ms. Cheng or the Company giving not less than three months' written notice to the other party. Either the Company or Ms. Cheng has the right to give not less than three months' written notice to terminate the respective service agreement.

*Relationships*

Ms. Cheng is a controlling shareholder, the spouse of Mr. Lo, the sister of Mr. Cheng and the mother of Mr. Lo Ding To, all executive Directors. Save as disclosed, Ms. Cheng has no relationship with any other Director, senior

management, substantial shareholder (as defined in the GEM Listing Rules) or controlling shareholder of the Company. Ms. Cheng also serves as director of certain subsidiaries of the Company as at the Latest Practicable Date.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Ms. Cheng is a controlling shareholder of the Company holding 140,000,000 Shares and 5,700,000 Options with rights to subscribe for up to 5,700,000 Shares at an exercise price of HK\$0.60 per Share. She is also taken to be interested in 5,700,000 Options (carrying the right to subscribe for up to 5,700,000 Shares) held by her spouse, Mr. Lo. Save as disclosed, Ms. Cheng does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

*Director' emoluments*

Under the service contract entered into between Ms. Cheng and the Company on 27 September 2013, Ms. Cheng is currently entitled to a fixed remuneration of HK\$90,000 per annum and a discretionary bonus to be determined by the Board at its absolute discretion having regard to the suggestion by the remuneration committee, the operating results of the Group and individual performance. The amount of the annual emoluments for Ms. Cheng was determined between the parties with reference to prevailing market conditions and her duty and responsibility in the Company.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning the re-appointment of Ms. Cheng as an executive Director that need to be brought to the attention of the Shareholders.

## **B. INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **1. Mr. Cheung Chin Wa, Angus**

*Experience*

Mr. Cheung Chin Wa, Angus (張展華), aged 36, is an independent non-executive Director and an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Mr. Cheung holds a Master Degree of Professional Accounting, a Master Degree of Corporate Governance, a Bachelor Degree of Laws and a Bachelor Degree of Arts in Translation. Mr. Cheung has extensive experience on corporate governance and company secretarial matters. He has been working in the company secretarial field for around 8 years and is currently the company secretary of two companies whose shares are listed on the main



board of the Stock Exchange. Save as disclosed, Mr. Cheung did not hold any directorship in the past 3 years in any other companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

Mr. Cheung has entered into a letter of appointment with the Company for an initial fixed term of one year from 17 March 2014 and automatically renewable for successive terms of one year until terminated by Mr. Cheung or the Company giving not less than three months' written notice to the other party. His appointment is subject to the provisions of the Articles of Association in force from time to time including, but not limited to, the removal provisions and provisions on retirement by rotation and re-election.

*Relationships*

Mr. Cheung has no relationship with any other Director, senior management, substantial shareholder (as defined in the GEM Listing Rules) or controlling shareholder of the Company. Save as disclosed, Mr. Cheung does not hold other position in the Group as at the Latest Practicable Date.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Cheung does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

*Director' emoluments*

The director's fee of Mr. Cheung is HK\$90,000 per annum which has been determined by the Board with reference to his duties, responsibilities and experience, and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning the re-appointment of Mr. Cheung as an independent non-executive Director that need to be brought to the attention of the Shareholders.

**2. Ms. Kwok Ni Ha**

*Experience*

Ms. Kwok Ni Ha (郭妮霞), aged 31, is an independent non-executive Director. Ms. Kwok graduated from the Chinese University of Hong Kong with a Bachelor Degree in Business Administration (major in finance engineering and management information system) in 2005 and the Hong Kong Polytechnic

University with a Master Degree in Professional Accounting. She is a fellow member of Hong Kong Institute of Certified Public Accountants. She is a consultant of Baker Tilly España, S.L., an international consultancy company in Spain, and a controller of Duet Spa & Sports, S.L., a health and fitness company in Spain. From 2010 to 2011, she worked in PAX Global Technology Limited (Stock code: 327) as its group's financial controller and Hi Sun Technology (China) Limited (Stock code: 818) as its business development and transactions manager, both of which are companies whose shares are listed on the main board of the Stock Exchange. Prior to that, Ms. Kwok worked in the auditing department of an international accounting firm as an assistant manager for more than two years. Save as disclosed, Ms. Kwok did not hold any directorship in the past 3 years in any companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

Ms. Kwok has entered into a letter of appointment with the Company for an initial fixed term of one year from 17 March 2014 and automatically renewable for successive terms of one year until terminated by Ms. Kwok or the Company giving not less than three months' written notice to the other party. Her appointment is subject to the provisions of the Articles of Association in force from time to time including, but not limited to, the removal provisions and provisions on retirement by rotation and re-election.

*Relationships*

Ms. Kwok has no relationship with any other Director, senior management, substantial shareholder (as defined in the GEM Listing Rules) or controlling shareholder of the Company. Save as disclosed, Ms. Kwok does not hold other position in the Group as at the Latest Practicable Date.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Ms. Kwok does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

*Director' emoluments*

The director's fee of Ms. Kwok is HK\$90,000 per annum which has been determined by the Board with reference to her duties, responsibilities and experience, and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning re-appointment of Ms. Kwok as an independent non-executive Director that need to be brought to the attention of the Shareholders.



## Echo International Holdings Group Limited

### 毅高（國際）控股集團有限公司

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

**(Stock Code: 8218)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Echo International Holdings Group Limited (the “Company”) will be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong, on Wednesday, 30 July, 2014 at 11:00 a.m. for the following purposes:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of Company for the year ended 31 March 2014;
2. (a) to re-elect Mr. Lo Yan Yee as an executive Director;  
(b) to re-elect Ms. Cheng Yuek Hung as an executive Director;  
(c) to re-elect Mr. Cheung Chin Wa, Angus as an independent non-executive Director; and  
(d) to re-elect Ms. Kwok Ni Ha as an independent non-executive Director;
3. to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
4. to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

5. “**THAT:**
  - (a) subject to paragraph (c) of this resolution below, and pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or

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## NOTICE OF THE AGM

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grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any 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 in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the ordinary 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 of the Company or any applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company 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 holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions 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

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## NOTICE OF THE AGM

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restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

6. **“THAT:**

- (a) subject to the paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the 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 (the **“Securities and Futures Commission”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all 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 repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued ordinary 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 of the Company or any applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

7. **“THAT** subject to the ordinary resolutions no. 5 and 6 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 6.”

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## NOTICE OF THE AGM

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8. “**THAT** subject to and conditional upon the listing committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the options which may be granted under the post-IPO share option scheme adopted by the Company on 27 September 2013 (the “**Share Option Scheme**”), the shares of HK\$0.01 each (“**Shares**”) in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the existing scheme mandate limit (“**Scheme Mandate Limit**”) under the Share Option Scheme and any other share option schemes of the Company be refreshed so that the aggregate nominal amount of share capital to be allotted and issued pursuant to the grant or exercise of any options under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) shall not exceed 10 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 (“**Refreshed Limit**”) and that the directors of the Company be and are hereby unconditionally authorised to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”

By order of the Board  
**Echo International Holdings Group Limited**  
**Cheng Yeuk Hung**  
*Executive Director*

Hong Kong, 30 June 2014

*Registered office:*

Floor 4, Willow House, Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

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

Room 2205, 22/F  
Cable TV Tower  
9 Hoi Shing Road  
Tsuen Wan, Hong Kong

**Notes:**

1. A form of proxy for use at the AGM or any adjournment thereof is enclosed.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

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## NOTICE OF THE AGM

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3. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting (or any adjourned meeting) if you so wish.
4. In case of joint holders of any share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.