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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)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION

This announcement is made by Echo International Holdings Group Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) is pleased to announce that on 8 December 2014 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Pacific Medical (Holding) Company Limited (the “**Vendor**”), a company incorporated in the British Virgin Islands with limited liability and an independent third party, pursuant to which the Company intended to acquire and the Vendor intended to dispose of the entire issued share capital of four companies (collectively, the “**Target Group**”). The Target Group is engaged in sales and marketing in cardiology and peripheral vascular related surgical equipment, medical hardware and software, provision of maintenance support, logistics and consultancy service. In particular, the Target Group is specialized in sales and marketing of medical device in the field of Interventional Cardiology, Radiology, Nuclear Medicine, Oncology. The aforesaid possible transaction is referred to as the “**Possible Acquisition**”.

The consideration payable for the Possible Acquisition will be subject to further negotiation between the Vendor and the Company and shall be payable by the Company by way of allotment and issuance of new shares or convertible bonds of the Company, or a combination of any of the above or any other kind of consideration to the Vendor.

Pursuant to the MOU, the Vendor and the Company will negotiate in good faith the terms of a formal sale and purchase agreement for the Possible Acquisition within 6 months after the date of the MOU or on such later date as the Vendor and the Company may agree (the “**Effective Period**”). During the Effective Period, the Company will conduct and the Vendor will provide assistance to the Company to conduct the legal and financial due diligence review on the assets, liabilities, operations and affairs of the Target Group. The Vendor has undertaken that during the Effective Period, it will not, and will procure that all members of the Target Group and their directors, officers, employees, representatives and agents will not,

directly or indirectly, (i) solicit, initiate or encourage inquiries or offers from, or (ii) initiate or continue negotiations or discussions with or furnish any information to, or (iii) enter into any agreement or statement of intent or understanding with, any person or entity other than the Company with respect to the sale or other disposition of the issued shares of any member of the Target Group or the sale, subscription, or allotment of any part thereof or any other shares of any member of the Target Group.

The MOU, save for provisions relating to, among others, conduct of due diligence, confidentiality, exclusivity, governing law and jurisdiction, is non-legally binding in nature. As such, the Possible Acquisition may or may not proceed.

Further announcement(s) will be made by the Company in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 8 December 2014

As at the date of this announcement, the executive Directors are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, and Mr. Lo Ding To, the non-executive Director is Ms. Zhou Jia Lin, and the independent non-executive Directors are Mr. Lam Wai Yuen, Mr. Ang Chuk Pai, Mr. Cheung Chin Wa, Angus and Mr. Shiu Shu Ming.

This announcement, 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.echogroup.com.hk.