

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Echo International Holdings Group Limited

Stock code (ordinary shares): 8218

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 23 January 2018.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 11 October 2013

Name of Sponsor(s): Tanrich Capital Limited

Names of directors:
(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

Executive directors
Mr. Lo Yan Yee
Ms. Cheng Yeuk Hung
Ms. Zhou Jia Lin
Mr. Leung Kwok Kuen, Jacob

Non-executive director
Mr. Chan Chun Kit

Independent non-executive directors
Mr. Lam Wai Yuen
Mr. Cheung Chin Wa, Angus
Ms. Zhou Ying

| Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company | Name | No. of shares | Approximate percentage of shareholding in the issued share capital |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------|--------------------------------------------------------------------|
| | Ms. Cheng Yeuk Hung | 169,560,000 | 17.66% |

Note: As Mr. Lo Yan Yee is the spouse of Ms. Cheng Yeuk Hung, he is deemed to be interested in the shares held by Ms. Cheng Yeuk Hung.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:

Room 3207A, 32/F.
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
Hong Kong

Web-site address (if applicable):

<http://www.echogroup.com.hk>

Share registrar:

Principal share registrar and transfer office
SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors:

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F., Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is an established EMS provider in Hong Kong with its principal business of providing integrated manufacturing services which include design verification, sourcing and procurement, manufacturing, assembling, testing and inspection, packaging and after-sales services to its branded customers.

C. Ordinary shares

| | |
|---------------------------------------------------------------------------|-------------|
| Number of ordinary shares in issue: | 960,000,000 |
| Par value of ordinary shares in issue: | HK\$0.0025 |
| Board lot size (in number of shares): | 4,000 |
| Name of other stock exchange(s) on which ordinary shares are also listed: | N/A |

D. Warrants

| | |
|----------------------------------------------------------------------------------------------------------------|-----|
| Stock code: | N/A |
| Board lot size: | N/A |
| Expiry date: | N/A |
| Exercise price: | N/A |
| Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i> | N/A |
| No. of warrants outstanding: | N/A |
| No. of shares falling to be issued upon the exercise of outstanding warrants: | N/A |

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Share Options

| Date of grant | Number of share options outstanding | Number of shares issuable | Exercise price | Exercisable period |
|----------------------|--------------------------------------------|----------------------------------|-----------------------|---------------------------------------|
| 27 September 2013 | 80,000,000 | 80,000,000 | HK\$0.15 | 11 October 2016 to 11 October 2023 |

Convertible Bonds

On 23 January 2018, 7% five-year unlisted convertible bonds in the principal amount of HK\$10,000,000 were issued by the Company to various placees pursuant to the placing agreement dated 5 January 2018 entered into between the Company and the placing agent. Based on the initial conversion price of HK\$0.197 per conversion share, a maximum number of 50,761,421 ordinary shares of HK\$0.0025 each may fall to be allotted and issued upon exercise of the convertible rights attached to the convertible bonds in full. As at the date hereof, HK\$10,000,000 of the convertible bonds remain outstanding.

Responsibility statement

The directors of the Company (the “**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “**Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Lo Yan Yee _____

Cheng Yeuk Hung _____

Zhou Jia Lin _____

Leung Kwok Kuen, Jacob _____

Chan Chun Kit _____

Lam Wai Yuen _____

Cheung Chin Wa, Angus _____

Zhou Ying _____

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*