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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.



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 RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Echo International Holdings Group Limited to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 July 2018 at 11:00 a.m. is set out on pages 15 to 18 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 holding of the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (or any adjourned meeting) if you so wish.

Hong Kong, 27 June 2018

CHARACTERISTICS OF GEM

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

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

“AGM”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 July 2018 at 11:00 a.m., or any adjournment thereof (as the case may be)
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Echo International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
“controlling shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Echo Co”	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
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	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 as at the date of the passing of such resolution
“Latest Practicable Date”	22 June 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Repurchase Mandate”	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 as at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	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 (*Chairman*)
Ms. Cheng Yeuk Hung
Ms. Zhou Jia Lin
Mr. Leung Kwok Kuen, Jacob
(appointed on 7 September 2015 and
redesignated on 25 August 2017)

Non-executive Directors:

Mr. Chan Chun Kit

Independent non-executive Directors:

Mr. Lam Wai Yuen
Mr. Cheung Chin Wa, Angus
Ms. Zhou Ying (appointed on 29 August 2017)

Registered office:

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

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

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

27 June 2018

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) 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 retiring Directors, and (iii) the notice of the AGM.

LETTER FROM THE BOARD

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 number of the Shares of the Company in issue as at the date of passing the resolution.

The Company had an aggregate of 960,000,000 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 number of Shares which may be issued pursuant to the Issue Mandate will be 192,000,000 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 as at 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 number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 96,000,000 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 number of the Shares repurchased pursuant to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

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

LETTER FROM THE BOARD

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), Ms. Zhou Ying (“**Ms. Zhou**”) shall hold office until the AGM and shall be eligible for re-election. In accordance with Articles 84(1) and 84(2), Ms. Cheng Yeuk Hung (“**Ms. Cheng**”), Mr. Leung Kwok Kuen, Jacob (“**Mr. Leung**”) and Mr. Lam Wai Yuen (“**Mr. Lam**”) shall retire from their offices as Directors and shall be eligible for re-election. Ms. Cheng and Mr. Leung will offer themselves for re-election as executive Directors, and Mr. Lam and Ms. Zhou will offer themselves for re-election as an independent non-executive Directors.

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

THE AGM

A notice convening the AGM is set out on pages 16 to 19 of this circular. The AGM will be convened and held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 July 2018 at 11:00 a.m. 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, and the re-election of retiring Directors.

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 holding of the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that the proposed grant of the general mandates to issue and repurchase Shares and the proposed re-election of retiring Directors 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 960,000,000 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 96,000,000 Shares (representing 10% of the issued share capital of the Company as at the date of 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 of Association 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 asset 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 the 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 of the repurchase or, if so authorized by the Articles of Association and subject to the provisions of the Companies Law (Chapter 22 of the Laws 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 2018, 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 GEM for each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
June	0.223	0.186
July	0.530	0.200
August	0.310	0.189
September	0.290	0.196
October	0.280	0.201
November	0.255	0.190
December	0.245	0.186
2018		
January	0.238	0.191
February	0.205	0.180
March	0.210	0.180
April	0.193	0.150
May	0.174	0.151
June (up to the Latest Practicable Date)	0.220	0.130

6. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), 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 core 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 Yeuk Hung	169,560,000	17.66%
Mr. Lo Yan Yee (<i>Note 1</i>)	169,560,000	17.66%
Adamas Asset Management (HK) Limited	66,338,000	6.91%

Note:

1. Mr. Lo Yan Yee is taken to be interested in the 169,560,000 Shares held by his spouse, Ms. Cheung Yeuk Hung.

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 Yeuk Hung	19.62%
Mr. Lo Yan Yee	19.62%
Adamas Asset Management (HK) Limited	7.68%

On the basis of the current shareholdings of the above Shareholders, if the Repurchase Mandate were exercised in full, no mandatory offer under Rule 26 of the Takeovers Code will be triggered.

An exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors have no intention to repurchase Shares to such an extent which will result in the amount of the Shares held by the public being reduced to less than 25 per cent.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on 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. Ms. Cheng Yeuk Hung

Experience

Ms. Cheng Yeuk Hung (鄭若雄), aged 61, 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 39 years of experience in the electronics industry of which she has spent over 27 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 the spouse of Mr. Lo Yan Yee (“**Mr. Lo**”), an executive Director. 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 substantial shareholder of the Company holding 169,560,000 Shares and 22,800,000 Options with rights to subscribe for up to 22,800,000 Shares at an exercise price of HK\$0.15 per Share. She is also taken to be interested in 22,800,000 Options (carrying the right to subscribe for up to 22,800,000 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's 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\$120,000 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.

2. Mr. Leung Kwok Kuen, Jacob

Experience

Mr. Leung Kwok Kuen, Jacob (梁國權), aged 52, has developed exposures in the financial industry over the past years. From 2003 to April 2016, he assisted the incorporation of Eternal Pearl Securities Limited (“**Eternal Pearl**”) in Hong Kong, a licensed corporation to conduct type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities under the SFO. Since the incorporation of Eternal Pearl, Mr. Leung has been its Administrative Manager and responsible for overseeing its support operations and planning and organizing and implementing its administrative systems. In addition, he has been an independent non-executive director of Industronics Berhad, a company engaged in design, manufacture and installation of electronics and microprocessor controlled products and listed on the main market of the Bursa Malaysia Securities Berhad, since December 2013 and re-designated as Chairman from December 2015. He has been a non-executive non-independent director of Vashion Group Limited whose shares are listed on the Singapore Stock Exchange, since November 2015.

Length of Service

Mr. Leung has entered into a letter of appointment with the Company for an initial fixed term of one year from 7 September 2015 when he joined the Company as a non-executive Director and such appointment is automatically renewable for successive terms of one year until terminated by Mr. Leung or the Company giving not less than three months' written notice to the other party. Mr. Leung has been re-designated as an executive Director on 25 August 2017. 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. Leung 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. Leung 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. Leung does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

The director's fee of Mr. Leung is HK\$120,000 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. Leung as an executive Director that need to be brought to the attention of the Shareholders.

B. INDEPENDENT NON-EXECUTIVE DIRECTORS

3. Mr. Lam Wai Yuen

Experience

Mr. Lam Wai Yuen (林偉源), aged 52, was appointed as an independent non-executive Director on 27 September 2013. Mr. Lam is a member of Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in the fields of assurance, corporate restructuring and internal control review. He is the managing partner of Eric W.Y. Lam & Company.

Length of Service

Mr. Lam has entered into a letter of appointment with the Company for an initial fixed term of one year from the date of the listing of the Shares on the GEM (i.e. 11 October 2013) and automatically renewable for successive terms of one year until terminated by Mr. Lam 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. Lam 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. Lam 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. Lam does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

The director's fee of Mr. Lam is HK\$120,000 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. Lam as an independent non-executive Director that need to be brought to the attention of the Shareholders.

4. Ms. Zhou Ying

Experience

Ms. Zhou Ying (周莹), aged 35, was appointed as an independent non-executive Directors. Ms. Zhou graduated from the South Western University of Finance and Economics with a Bachelor Degree in Accounting in 2005 and obtained a Master's Degree in Accounting and Finance in Manchester Business School in 2009. Ms. Zhou has worked in the investment banking department of Haitong Securities Co., Ltd. from June 2009 to April 2014 and is currently a vice president in Lilly Asia Ventures.

Length of Service

Ms. Zhou has entered into a letter of appointment with the Company for an initial fixed term of one year from 29 August 2017 and automatically renewable for successive terms of one year until terminated by Ms. Zhou or the Company giving not less than three months' written notice to the other party. Her appointment is subject to the provisions of the Company's 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. Zhou 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. Zhou 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. Zhou does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

The director's fee of Ms. Zhou is HK\$120,000 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 the re-appointment of Ms. Zhou 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 Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 July 2018 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 2018;
2. (a) to re-elect Ms. Cheng Yeuk Hung as an executive Director;
(b) to re-elect Mr. Leung Kwok Kuen, Jacob as an executive Director;
(c) to re-elect Mr. Lam Wai Yuen as an independent non-executive Director; and
(d) to re-elect Ms. Zhou Ying as an independent non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. to re-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 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 grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (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 number 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 the 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 number of Shares 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 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 by this resolution; and

“**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 of members 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 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).”

NOTICE OF THE AGM

6. **“THAT:**
- (a) subject to 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 is hereby generally and unconditionally approved;
 - (b) the aggregate number 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 number of issued Share 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 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 a number representing the aggregate number of Shares 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 number of the issued Shares on the date of the passing of resolution no. 6.”

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

Hong Kong, 27 June 2018

NOTICE OF THE AGM

Registered office:

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

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

Room 3207A, 32/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, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM 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.
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 holding of the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (or any adjourned meeting) if you so wish.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 25 July 2018 to Monday, 30 July 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 24 July 2018.
5. 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 AGM 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 of members of the Company in respect of the relevant joint holding.

As at the date of this notice, the executive Directors are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Ms. Zhou Jia Lin and Mr. Leung Kwok Kuen, Jacob, the non-executive Director is Mr. Chan Chun Kit, and the independent non-executive Directors are Mr. Lam Wai Yuen, Mr. Cheung Chin Wa, Angus and Ms. Zhou Ying.