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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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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) PROPOSED SUBDIVISION OF SHARES; AND
(2) RE-ELECTION OF DIRECTOR**

A notice convening the extraordinary general meeting of Echo International Holdings Group Limited to be held at 16th Floor, Nan Fung Tower, 88 Connaught Road Central, Hong Kong on Tuesday, 14 July 2015 at 11:00 a.m. is set out on pages 11 to 12 of this circular.

Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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, the following expressions have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Echo International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the approving the Share Subdivision
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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
“Latest Practicable Date”	23 June 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Option(s)”	share option(s) granted under the share option schemes of the Company
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme of the Company adopted on 27 September 2013
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Share Option Scheme”	the post-IPO share option scheme of the Company adopted on 27 September 2013
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares into four (4) Subdivided Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company upon the Share Subdivision becoming effective

EXPECTED TIMETABLE

The expected timetable for implementation of the Share Subdivision and the associated trading arrangements is set out below:

Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Sunday, 12 July 2015
Expected date and time of the EGM	11:00 a.m. on Tuesday, 14 July 2015
Announcement of poll result of the EGM	Tuesday, 14 July 2015
Effective date of the Share Subdivision	Wednesday, 15 July 2015
First day of free exchange of the existing share certificates for new share certificates for the Subdivided Shares	Wednesday, 15 July 2015
Commencement of dealings in the Subdivided Shares	9:00 a.m. on Wednesday, 15 July 2015
Original counter for trading in the Shares in board lots of 4,000 Shares (in the form of the existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 15 July 2015
Temporary counter for trading in the Subdivided Shares in board lots of 16,000 Subdivided Shares (in the form of the existing share certificates) opens	9:00 a.m. on Wednesday, 15 July 2015
Original counter for trading in the Subdivided Shares in board lots of 4,000 Subdivided Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 29 July 2015
Parallel trading in the Subdivided Shares (in the form of new share certificates and the existing share certificates) commences	9:00 a.m. on Wednesday, 29 July 2015
Temporary counter for trading in the Subdivided Shares in board lots of 16,000 Subdivided Shares (in the form of the existing share certificates) closes	4:00 p.m. on Tuesday, 18 August 2015
Parallel trading in the Subdivided Shares (in the form of new share certificates and the existing share certificates) ends	4:00 p.m. on Tuesday, 18 August 2015

EXPECTED TIMETABLE

Last day for free exchange of the existing share
certificates for new share certificates for
the Subdivided Shares Thursday, 20 August 2015

Note:

1. All times and dates in this timetable refer to Hong Kong local times and dates.
2. Dates or deadlines specified in this timetable are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.



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. Lo Ding To

Non-executive Directors:

Ms. Zhou Jia Lin

Mr. Chan Chun Kit

Independent non-executive Directors:

Mr. Lam Wai Yuen

Mr. Ang Chuk Pai

Mr. Cheung Chin Wa, Angus

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

26 June 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SUBDIVISION OF SHARES; AND
(2) RE-ELECTION OF DIRECTOR**

INTRODUCTION

On 11 June 2015, the Board announced the proposal to implement the Share Subdivision on the basis that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into four Subdivided Shares of HK\$0.0025 each.

The purpose of this circular is to provide you with further information regarding, among other things, the Share Subdivision and the re-election of Director and to give you the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision and the re-election of Director.

LETTER FROM THE BOARD

PROPOSED SHARE SUBDIVISION

The Board proposes that each of the issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into four Subdivided Shares of HK\$0.0025 each.

Effect of the Share Subdivision

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any change in the rights of the Shareholders.

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 200,000,000 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorized share capital of the Company will become HK\$10,000,000 divided into 4,000,000,000 Subdivided Shares of HK\$0.0025 each, of which 800,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are allotted, issued or repurchased prior to the Share Subdivision becoming effective.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may fall to be issued pursuant to the exercise of the Options granted under the Pre-IPO Share Option Scheme or to be granted under the Share Option Scheme.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision and any new Subdivided Shares which may fall to be issued pursuant to the exercise of the Options granted under the Pre-IPO Share Option Scheme or to be granted under the Share Option Scheme.

Subject to the granting of listing of, and permission to deal in, the Subdivided Shares arising from the Share Subdivision, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Subdivision becoming effective, the Subdivided Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Odd lot arrangement

As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision, no odd lot arrangement to match the sales and purchase of odd lots will be made.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are outstanding Options entitling the holders thereof to subscribe for up to an aggregate of 20,000,000 Shares. The Share Subdivision will cause adjustments to the exercise price and/or the number of the Subdivided Shares to be issued upon the exercise of the outstanding Options granted under the Pre-IPO Share Option Scheme of the Company. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares or Subdivided Shares, as the case may be.

Exchange of share certificates

Subject to the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates for the Shares to the Company's Hong Kong Branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Wednesday, 15 July 2015 to Thursday, 20 August 2015 (both days inclusive). After the expiry of such period, existing share certificates for the Shares will be accepted for exchange only upon payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or each new share certificate issued (whichever number of share certificates involved is higher). The new share certificate will be in blue color so as to be distinguished from the existing share certificate which is in red color.

The existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Tuesday, 18 August 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for share certificates for Subdivided Shares.

LETTER FROM THE BOARD

REASONS FOR THE SHARE SUBDIVISION

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision may result in a downward adjustment to the trading price of the Shares. Based on the closing price of HK\$6.15 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 4,000 Shares is HK\$24,600. The estimated market value per board lot of 4,000 Subdivided Shares will theoretically be reduced to HK\$6,150 immediately upon the Share Subdivision becoming effective. The Board believes that the Share Subdivision will reduce the trading spread as well as the volatility of the trading price of the Shares and thus improving liquidity in the Company's Subdivided Shares. Accordingly, the Board is of view that the Share Subdivision will enable the Company to attract more investors and broaden its shareholders' base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

RE-ELECTION OF DIRECTOR

Reference is made to the announcements of the Company dated 30 January 2015 and 9 March 2015 in respect of the appointment and redesignation of Mr. Chan Chun Kit.

Pursuant to Article 83(3) of the articles of association of the Company, 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.

In accordance with the said article, Mr. Chan Chun Kit shall hold office until the EGM and shall be eligible for re-election. Mr. Chan Chun Kit will offer himself for re-election as a non-executive Director.

Mr. Chan Chun Kit, aged 30, graduated from the University of Exeter with a Bachelor Degree in Business Studies (major in Finance and Economics) in 2009. Mr. Chan was appointed as an independent non-executive Director on 30 January 2015 and redesignated as a non-executive Director on 9 March 2015. He has been the compliance director of Supreme China Securities Limited, a licensed corporation to conduct type 1 (dealing in securities) regulated activity under the SFO, since August 2014. He has been a director of Neutron Sun Electronics Limited, an electronics sport equipment and software development company, since October 2012. Mr. Chan worked in Haitong International Securities Company Limited, a licensed corporation to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 3 (leveraged foreign exchange trading) regulated activities under the SFO, as an assistant business manager in Forex and Bullion department from December 2009 to February 2013 and as an investment consultant from February 2013 to June 2014.

LETTER FROM THE BOARD

Mr. Chan has entered into a letter of appointment with the Company for an initial fixed term of one year from 30 January 2015 and automatically renewable for successive terms of one year until terminated by Mr. Chan or the Company giving not less than three months' written notice to the other party. His 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. The director's fee of Mr. Chan 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.

As at the Latest Practicable Date, Mr. Chan confirms as follows:

- (1) he does not have any relationship with any of the directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (2) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO;
- (3) he does not hold other position in the Company and its subsidiaries;
- (4) he did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the preceding three years; and
- (5) he does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he have any other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

EGM

The Share Subdivision and the re-election of Director are subject to the approval of Shareholders at the EGM. The notice convening the EGM to be held at 16th Floor, Nan Fung Tower, 88 Connaught Road Central, Hong Kong on Tuesday, 14 July 2015 at 11:00 a.m. is set out on pages 11 to 12 of this circular. Shareholders of the Company are advised to read the notice and complete and return the form of proxy for use at the EGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the EGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to the branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person.

LETTER FROM THE BOARD

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.

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the Company's compliance adviser, RaffAello Capital Limited (the "**Compliance Adviser**"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser on 8 August 2014, none of the Compliance Adviser, or its directors, employees or associates (as defined under the GEM Listing Rules) had any interests in the Group (including options or rights to subscribe for such securities) as at the Latest Practicable Date which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

COMPETING BUSINESS

As at the Latest Practicable Date, none of the business or interest of the Directors, controlling Shareholder and their respective close associates competes or may compete with the business of the Group nor does or may any of such persons have any other conflicts of interest with the Group.

RECOMMENDATION

The Directors are of the opinion that the Share Subdivision and the re-election of Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions proposed in the EGM.

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



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 IS HEREBY GIVEN that an extraordinary general meeting of Echo International Holdings Group Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 14 July 2015 at 16th Floor, Nan Fung Tower, 88 Connaught Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. to re-elect Mr. Chan Chun Kit as a non-executive Director; and
2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.01 each in share capital of the Company be and is hereby subdivided into four (4) shares of HK\$0.0025 each (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed without affecting any existing rights attached to the shares of the Company (the “**Share Subdivision**”) and that the directors of the Company be and are hereby authorized to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Share Subdivision. ”

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

Hong Kong, 26 June 2015

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed.
2. A member entitled to attend and vote at the EGM 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.
3. Whether or not you intend to attend the EGM, 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 EGM, 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.

As at the date of this notice, the executive Directors are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, and Mr. Lo Ding To, the non-executive Directors are Ms. Zhou Jia Lin and Mr. Chan Chun Kit, and the independent non-executive Directors are Mr. Lam Wai Yuen, Mr. Ang Chuk Pai and Mr. Cheung Chin Wa, Angus.