

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

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other licensed securities dealer or registered institution 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 transferee, or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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This circular, for which the directors of Echo International Holdings Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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.



**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 SHARE CONSOLIDATION  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Echo International Holdings Group Limited to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 July 2020 at 11:30 a.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

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 54 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 EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM (or any adjourned meeting) if you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at [www.echogroup.com.hk](http://www.echogroup.com.hk).

Hong Kong, 10 July 2020

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below.

Event	Time and date 2020
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.....	4:00 p.m. on Friday, 24 July
Closure of the register of members for the entitlement to attend and vote at the EGM.....	Monday, 27 July to Thursday, 30 July (both days inclusive)
Latest date and time for lodging the proxy forms for the EGM (not less than 48 hours prior to time of the EGM).....	11:30 a.m. on Tuesday, 28 July
Record date for attendance and voting at the EGM.....	Thursday, 30 July
EGM .....	11:30 a.m. on Thursday, 30 July
Announcement of poll results of the EGM.....	Thursday, 30 July
<b>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation</b>	
Effective Date of the Share Consolidation .....	Monday, 3 August
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Monday, 3 August
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	Monday, 3 August
Original counter for trading in the Existing Shares in board lots of 4,000 Existing Shares temporarily closes.....	9:00 a.m. on Monday 3 August
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Monday, 3 August
Original counter for trading in the Consolidated Shares in board lots of 12,000 Consolidated Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on Monday, 17 August

## EXPECTED TIMETABLE

Event	Time and date 2020
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) commences .....	9:00 a.m. on Monday, 17 August
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....	9:00 a.m. on Monday, 17 August
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes .....	4:10 p.m. on Friday, 4 September
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends .....	4:10 p.m. on Friday, 4 September
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....	4:10 p.m. on Friday, 4 September
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	Tuesday, 8 September

*Note:*

All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified herein is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the EGM, and are therefore for indicative purpose only.

In the event that any special circumstances arise, such dates and deadlines may be adjusted by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the GEM website of the Stock Exchange and on the website of the Company as and when appropriate.

## DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (other than Saturday, Sunday, public holiday or any day on which tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Existing Shares to 12,000 Consolidated Shares
“Company”	Echo International Holdings Group Limited, a limited company incorporated in the Cayman Islands whose shares are listed on the GEM
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.050 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Convertible Bonds”	convertible bonds issued by the Company on 6 August 2019, 20 August 2018, 23 January 2018 and 7 July 2020
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Share Consolidation shall become effective, being the second Business Day immediately following the date of the passing of the ordinary resolution approving the Share Consolidation at the EGM
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving (among other things) the Share Consolidation
“Existing Share(s)”	issued and unissued ordinary share(s) of par value of HK\$0.0025 each in the share capital of the Company before the Share Consolidation becomes effective

## DEFINITIONS

“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 July 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Share Option(s)”	share option(s) granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s)
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Shareholder(s)”	holder(s) of the Existing Share(s) or the Consolidated Shares, as the case may be
“Share Consolidation”	the proposed share consolidation of every twenty (20) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Option Scheme”	the pre-IPO share option scheme of the Company adopted on 27 September 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD



**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  
Mr. Tansri Saridju Benui  
Ms. Chan Wan Shan Sandra

***Registered office:***

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

***Independent non-executive Directors:***

Mr. Tsui Chun Shing  
Mr. Leung Yu Tung Stanley  
Mr. Lee Kwok Po

***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

10 July 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 22 June 2020 in relation to the Share Consolidation.

The purposes of this circular are to:

- (a) provide Shareholders with details of the Share Consolidation; and
- (b) give the Shareholders notice of the EGM to consider and, if thought fit, to approve the Share Consolidation.



## LETTER FROM THE BOARD

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK\$0.0025 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.05 each.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being satisfied:

- (i) the passing of an ordinary resolution to approve the proposed Share Consolidation by the Shareholders at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands law (where applicable) and the GEM Listing Rules to effect the Share Consolidation; and
- (iii) the GEM Listing Committee granting approval for the listing of, and permission to deal in, the Consolidated Shares.

As at the Latest Practicable Date, none of the conditions above have been satisfied.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately following the date of passing the ordinary resolution approving the Share Consolidation at the EGM.

### Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000.00 divided into 4,000,000,000 Shares of par value of HK\$0.0025 each, of which 1,020,000,000 Existing Shares have been allotted and issued and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares are issued or repurchased from the date hereof until the Effective Date, the authorised share capital of the Company will become HK\$10,000,000.00 divided into 200,000,000 Shares of par value of HK\$0.050 each, of which 51,000,000 Consolidated Shares will be in issue.

### Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and as to all future dividends and distributions which are declared, made or paid. There will be no change in the relative rights of the Shareholders. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not, in itself, alter the underlying assets,

## LETTER FROM THE BOARD

business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, there are:

- (a) outstanding Share Options for subscription of an aggregate of 80,000,000 Existing Shares under the Share Option Scheme; and
- (b) four Convertibles Bonds of total outstanding principals of HK\$37,048,000 convertible into 565,402,930 Existing Shares.

The Share Consolidation may lead to adjustments to: (i) the exercise price and/or the number of Consolidated Shares falling to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme, and (ii) the conversion price and/or the number of the Consolidation Shares falling to be issued upon conversion of the Convertible Bonds. The Company will publish announcement(s) on such adjustments as and when appropriate.

Save for the aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

### **Listing application**

An application will be made by the Company to the GEM Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated 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 Consolidated 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

## **LETTER FROM THE BOARD**

Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated 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.

### **CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 4,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 4,000 Existing Shares to 12,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.030 per Existing Share (equivalent to the theoretical closing price of HK\$0.60 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$120; and (ii) the value of each board lot of 12,000 Consolidated Shares would be HK\$7,200 assuming the Share Consolidation and the Change in Board Lot Size becoming effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

### **REASONS FOR THE PROPOSED SHARE CONSOLIDATION**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 has further stated that (i) market price of the Shares at a level less than HK\$0.1 will be considered as approaching the extremities of HK\$0.01 as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Shares are currently traded on the Stock Exchange in the board lot size of 4,000 Shares. It is proposed that the board lot size will be increased to 12,000 Consolidated Shares when the Shares Consolidation becomes effective. Based on the closing price of HK\$0.030 per Existing Share (equivalent to the theoretical closing price of HK\$0.60 per Consolidation Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$7,200.

## LETTER FROM THE BOARD

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation will enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

In view of the above reasons, the Company considers the proposed Share Consolidation is justifiable notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **Corporate action plan of the Company**

Save for the announcement published on 11 June 2020 in relation to the placing of convertible bonds of amount up to HK\$4,640,000, as at the Latest Practicable Date, the Company does not have any intention or plan (initial or concrete) or otherwise foresee to undertake in the next 12 months any (a) equity fundraising or (b) other corporate action or arrangement that may affect the trading in its Shares (e.g. share consolidation or subdivision or change in board lot size).

### **OTHER ARRANGEMENTS**

#### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Bluemount Securities Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Monday, 17 August 2020 to 4:10 p.m. on Friday, 4 September 2020 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Li Hok Lai of Bluemount Securities Limited at Rooms 2403–2405, 24/F, Jubilee Centre, 18 Fenwick Street, Wan Chai, Hong Kong (telephone number: (852) 2137 2688) during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

#### **Free exchange of share certificates and trading arrangement**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 3 August 2020, being the second Business Day immediately following the date of the EGM, the Shareholders may during the period from Monday, 3 August 2020 to Tuesday, 8 September 2020 (both days inclusive) on any Business Day, submit their existing share

## LETTER FROM THE BOARD

certificates for the Existing Shares (in the colour of blue) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of pink) on the basis of every twenty (20) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, at the expense of the Company.

Thereafter, each share certificate for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates issued or cancelled is higher.

Nevertheless, the existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but will not be accepted for trading, settlement and registration upon completion of the Share Consolidation.

### THE EGM

A notice convening the EGM is set out on pages 12 to 14 of this circular. The EGM will be convened and held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 July 2020 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to approve the Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular. 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 54, 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 EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM (or any adjourned meeting) if you so wish.

None of the Shareholders are required to abstain from voting at the EGM on the resolution as set out in the notice of the EGM.

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, the resolution proposed at the EGM shall be voted by poll.

### COMPETING BUSINESS

As far as the Directors are aware of, none of the Directors, the controlling Shareholders of the Company or their respective close associates has any business or interest that competes or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

## **LETTER FROM THE BOARD**

### **RECOMMENDATION**

Having considered the reasons set out under the paragraph headed “Reasons for the proposed Share Consolidation” above, the Directors consider that the proposed Share Consolidation is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the proposed Share Consolidation.

### **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 Group. 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.

By Order of the Board  
**Echo International Holdings Group Limited**  
**Chan Wan Shan Sandra**  
*Executive Director*

## NOTICE OF EXTRAORDINARY GENERAL MEETING



### 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting 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 Thursday, 30 July 2020 at 11:30 a.m. (or immediately after the Annual General Meeting which will be held at 11:00 a.m. on the same day and at the same venue, whichever is later) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective, with effect from the second business day immediately following the date on which this resolution is passed:

- (a) every twenty (20) issued and unissued ordinary shares of HK\$0.0025 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.050 each (each a “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
- (b) all the Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
- (c) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the Shareholder(s) concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”, each a “**Director**”) may think fit; and



## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) any one Director and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

By Order of the Board  
**Echo International Holdings Group Limited**  
**Chan Wan Shan Sandra**  
*Executive Director*

Hong Kong, 10 July 2020

***Registered address:***

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 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, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM 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 with the address set out in Note 4 below in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM (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 Monday, 27 July 2020 to Thursday, 30 July 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 24 July 2020.
5. 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 EGM 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.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

*As at the date of this notice, the executive Directors are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Mr. Tansri Saridju Benui and Ms. Chan Wan Shan Sandra, and the independent non-executive Directors are Mr. Tsui Chun Shing, Mr. Leung Yu Tung Stanley and Mr. Lee Kwok Po.*