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## **ECO-TEK HOLDINGS LIMITED**

**環康集團有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8169)**

### **ANNOUNCEMENT**

**PROPOSED LISTING ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF INTRODUCTION  
AND  
PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON  
THE GROWTH ENTERPRISE MARKET  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

The Company is proposing to list the Shares on the Main Board by way of introduction. An advance booking of the application for the Proposed Listing on the Main Board has been made to the Stock Exchange on 22 May 2006. The Company has also informed the Stock Exchange of its intention to voluntarily withdraw the listing of the Shares on GEM conditional upon, among other things, the approval of the application for the Proposed Listing on the Main Board.

The Directors consider that the Group's business will continue to develop and the proposed listing of the Shares on the Main Board will increase the recognition from financial institutions and institutional investors, enhance the corporate profile, which will be beneficial and complementary to the future development opportunities of the Group and may lead to more trading liquidity of the Shares. All of these will benefit the future business development of the Group and increase the financial flexibility of the Group.

**The Proposed Listing on the Main Board and the Proposed Withdrawal on GEM may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **INTRODUCTION**

The Directors announce that on 22 May 2006, the Company submitted an advance booking of the application to the Stock Exchange for the Proposed Listing on the Main Board by way of introduction and informed the Stock Exchange of its intention to voluntarily withdraw the listing of the Shares on GEM subject to the conditions set forth in the paragraph headed “Conditions of the Proposed Withdrawal on GEM” below. The Directors would like to emphasise that the Proposed Listing on the Main Board and the Proposed Withdrawal on GEM are at a preliminary stage and the expected timetable of the Proposed Listing on the Main Board and the Proposed Withdrawal on GEM has not yet been finalized. There is no assurance that the Company will proceed with the Proposed Listing on the Main Board and the Proposed Withdrawal on GEM.

## **REASONS FOR THE PROPOSED LISTING ON THE MAIN BOARD**

The Group is principally engaged in development, commercialisation and sales of general environmental protection and quality health related products and services, sourcing and selling of industrial environmental protection related products.

Since the listing of the Shares on GEM on 5 December 2001, the Group has sustained a considerable growth in business and substantial increase in public recognition. The Directors believe that the Group’s business will continue to develop and the proposed listing of the Shares on the Main Board will enhance the corporate profile, increase the recognition from financial institutions and institutional investors, which will be beneficial and complementary to the future development of the Group and also help to raise the Group’s corporate image and may lead to more trading liquidity of the Shares. All of these will benefit the future business development of the Group and increase the financial flexibility of the Group.

## **CONDITIONS OF THE PROPOSED WITHDRAWAL ON GEM**

If the Company proceeds with the Proposed Listing on the Main Board, the Proposed Withdrawal on GEM will be conditional upon, among other things:

- (a) the Listing Committee granting approval of the listing on the Main Board of, and permission to deal on the Main Board in, the Shares in issue and any Shares which may fall to be allotted and issued upon the exercise of any options which may, prior to the termination of the Existing Share Option Scheme, be granted thereunder or under the Proposed Share Option Scheme;
- (b) the passing of an ordinary resolution by the Shareholders at the EGM to approve, among other matters, the Proposed Withdrawal on GEM; and
- (c) the publication of a notice of the Proposed Withdrawal on GEM after the Shareholders’ approval of the same shall have been obtained at the EGM.

In this regard, the EGM will be convened at an appropriate time to seek the approval of the Shareholders on the Proposed Withdrawal on GEM if the Company proceeds with the Proposed Listing on the Main Board.

## WARNING

**There is no assurance that the Stock Exchange will approve the Proposed Listing on the Main Board. Shareholders and potential investors should be aware that the implementation of the Proposed Listing on the Main Board and the Proposed Withdrawal on GEM are subject to certain conditions, including those set out above, being fulfilled and thus may or may not be implemented. Accordingly, the Proposed Listing on the Main Board and the Proposed Withdrawal on GEM may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

## GENERAL

A circular containing, among other things, further details of the Proposed Withdrawal on GEM, the Proposed Listing on the Main Board, a summary of the principal terms of the Proposed Share Option Scheme, the expected timetable and a notice convening the EGM will be despatched to the Shareholders as soon as practicable if the Company proceeds with the Proposed Withdrawal on GEM and the Proposed Listing on the Main Board. The Listing Document will also be despatched to the Shareholders for their information if the Company proceeds with the Proposed Listing on the Main Board and the Listing Committee gives a preliminary indication of its approval of the Proposed Listing on the Main Board. In connection with the Proposed Withdrawal on GEM, the Company has submitted an application for a waiver to reduce the minimum three months' notice period to the Shareholders for the Proposed Withdrawal on GEM as required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear Business Days prior to the Effective Date, subject to, among other things, prior approval of the Shareholders at the EGM for the reduction of such notice period. Further announcements will be made to keep the Shareholders and potential investors informed of the progress of the Proposed Listing on the Main Board and the Proposed Withdrawal on GEM including, among other things, the expected timetable.

**The waiver may or may not be granted by the Stock Exchange.**

## DEFINITIONS

“Business Day(s)”	any day (other than Saturday and Sunday) on which the Stock Exchange is open for the business of dealing in securities and/or banks in Hong Kong are generally open for normal banking business
“Company”	Eco-Tek Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 6 December 2000, whose Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“Effective Date”	expected to be on or about 10 August 2006, the date on which the Proposed Withdrawal on GEM becomes effective
“EGM”	an extraordinary general meeting of the Company to be convened or any adjournment thereof for the purpose of considering and approving, among other things, the Proposed Withdrawal on GEM, the termination of the Existing Share Option Scheme and the adoption of the Proposed Share Option Scheme

“Existing Share Option Scheme”	the share option scheme adopted by the Company pursuant to a written resolution of all the Shareholders passed on 21 November 2001
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Document”	the listing document proposed to be issued by the Company in connection with the Proposed Listing on the Main Board
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM
“PRC”	The People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Listing on the Main Board”	the proposed listing of the Shares on the Main Board by way of introduction
“Proposed Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the EGM
“Proposed Withdrawal on GEM”	the proposed voluntary withdrawal of listing of the Shares on GEM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Eco-Tek Holdings Limited**  
環康集團有限公司\*  
**Shah Tahir Hussain**  
*Chairman*

Hong Kong, 24 May 2006

\* *for identification purpose only*

*Executive Directors:*

Mr. Shah Tahir Hussain

Mr. Han Ka Lun

Mr. Ng Chi Fai

*Non-executive Directors:*

Dr. Lui Sun Wing

Mr. Young Meng Cheung Andrew

*Independent non-executive Directors:*

Ms. Chan Siu Ping Rosa

Mr. Takeuchi Yutaka

Professor Ni Jun

Ms. Hui Wai Man Shirley

*The announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in the 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: (1) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (2) there are no other matters the omissions of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement 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.*