

**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 to be taken, 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 Eco-Tek Holdings Limited (“Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED GENERAL MANDATE  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (“AGM”) of the Company to be held at Unit 5, 11/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 21st April 2016 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

\* For identification purpose only

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”)  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)**

**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 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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## DEFINITIONS

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

|                         |  |
|-------------------------|--|
| “2015 Annual Report”    | the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st October 2015;   |
| “AGM”                   | the annual general meeting of the Company for the year ended 31st October 2015 to be held at Unit 5, 11/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 21st April 2016 at 10:30 a.m., a notice of which is set out on pages 13 to 17 of this circular; |
| “Associates”            | has the meaning ascribed to it in the GEM Listing Rules;   |
| “Board”                 | the board of Directors;  |
| “Commission”            | Securities and Futures Commission;   |
| “Company”               | Eco-Tek Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM;   |
| “Directors”             | the directors of the Company;  |
| “GEM”                   | the Growth Enterprise Market of the Stock Exchange;  |
| “GEM Listing Committee” | the listing committee of the board of directors of the Stock Exchange with responsibility for GEM;   |
| “GEM Listing Rules”     | the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;   |
| “Group”                 | the Company and its Subsidiaries;  |
| “HKD”                   | 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 to allot, issue and deal with additional Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate plus the number of Shares purchased under the Repurchase Mandate, if granted;       |

## DEFINITIONS

|                           |   |
|---------------------------|---|
| “Latest Practicable Date” | 25th January 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;  |
| “Repurchase Mandate”      | the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate;  |
| “SFO”                     | Securities and Future Ordinance, Chapter 571 of the law of Hong Kong;   |
| “Share(s)”                | share(s) of nominal value of HKD0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time); |
| “Shareholder(s)”          | holder(s) of Share(s);  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited;  |
| “Subsidiary”              | a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere; and                            |
| “Takeovers Code”          | The Code on Takeovers and Mergers   |

LETTER FROM THE BOARD



**ECO-TEK HOLDINGS LIMITED**

**環康集團有限公司\***

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

**(Stock Code: 8169)**

*Chairman and Non-Executive Director:*

Ms. HUI Wai Man Shirley

*Executive Directors:*

Mr. KWOK Tsun Kee

Mr. LEUNG Wai Lun

*Non-Executive Directors:*

Dr. LUI Sun Wing

Mr. WU Cheng-wei

*Independent Non-Executive Directors:*

Mr. CHAU Kam Wing Donald

Ms. CHAN Siu Ping Rosa

Professor NI Jun

*Registered Office:*

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal*

*Place of Business:*

Unit 5, 11/F

Westlands Centre

20 Westlands Road

Quarry Bay

Hong Kong

29th January 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE  
ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding the proposed renewal of the general mandates to issue and allot Shares, to repurchase Shares and the re-election of retiring Directors, and to give you notice of the AGM at which ordinary resolutions will be proposed to consider, and if thought fit, approve at the AGM the aforesaid matters.

\* For identification purpose only

## **LETTER FROM THE BOARD**

### **ISSUE MANDATE**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 649,540,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 129,908,000 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate will end on 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 of the Company or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.

Subject to the passing of the following ordinary resolution regarding the Repurchase Mandate, an ordinary resolution will also be proposed to authorize the Director to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions nos. 8 and 10 in the notice of the AGM.

### **REPURCHASE MANDATE**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate to repurchase Shares on the GEM or on any other exchange on which the Shares have been or may be listed and recognized for this purpose by the Commission and the Stock Exchange up to a maximum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate. The Repurchase Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the issued share capital of the Company comprises 649,540,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Issue Mandate will be 64,954,000 Shares, representing 10% of the issued share capital of the Company.

## **LETTER FROM THE BOARD**

Pursuant to the GEM Listing Rules, an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 9 in the notice of the AGM.

### **RE-ELECTION OF DIRECTORS**

In accordance with the articles of association of the Company, Mr. LEUNG Wai Lun, Mr. WU Cheng-wei, Dr. LUI Sun Wing and Professor NI Jun will retire by rotation, and being eligible, offer themselves for re- election at the AGM. Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director (s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at the relevant general meeting. The requisite details of the retiring Directors who are proposed to be re-elected are set out in Appendix II to this circular.

### **AGM AND PROXY ARRANGEMENT**

The notice convening the AGM, which contains, inter alia, the ordinary resolutions will be proposed to approve the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of retiring Directors, is set out on pages 13 to 17 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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



## **LETTER FROM THE BOARD**

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.

### **RECOMMENDATION**

The Directors consider that the ordinary resolutions for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By Order of the Board  
**Eco-Tek Holdings Limited**  
**HUI Wai Man Shirley**  
*Chairman*

*This Appendix I is an explanatory statement required by the GEM Listing Rules which serves to provide the Shareholders with the necessary information relating to the resolution to be proposed at the AGM authorizing the grant of the Repurchase Mandate.*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 649,540,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased by the Company before the AGM, could result up to 64,954,000 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to 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 of the Company or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. 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 a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the articles of association of the Company and the applicable laws of the Cayman Islands.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2015 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, 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 requirements of the Company or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. GENERAL

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective Associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association and articles of association of the Company and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, 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, Team Drive Limited ("**Team Drive**") which is substantial Shareholder, held approximately 53.06% of the issued Shares. If the Repurchase Mandate is exercised in full, the percentage shareholding of Team Drive will increase to 58.95%. Such increase will not give rise to an obligation for it to make a general offer for the Shares under rule 26 of the Takeovers Code. Also the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in any takeover obligation.

## 8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

**9. SHARE PRICES**

The table below is a summary of the highest and lowest traded prices of the Shares in each of the previous twelve months prior to the Latest Practicable Date:

| <b>Month</b>                                | <b>Highest<br/>(HKD)</b> | <b>Lowest<br/>(HKD)</b> |
|---|--------------------------|-------------------------|
| <b>2015</b>                                 |                          |                         |
| January                                     | 0.206                    | 0.193                   |
| February                                    | 0.210                    | 0.185                   |
| March                                       | 0.216                    | 0.197                   |
| April                                       | 0.330                    | 0.192                   |
| May   | 0.360                    | 0.250                   |
| June  | 0.350                    | 0.270                   |
| July  | 0.305                    | 0.180                   |
| August                                      | 0.220                    | 0.200                   |
| September                                   | 0.200                    | 0.165                   |
| October                                     | 0.280                    | 0.175                   |
| November                                    | 0.270                    | 0.210                   |
| December                                    | 0.249                    | 0.198                   |
| <b>2016</b>                                 |                          |                         |
| January (up to the Latest Practicable Date) | 0.240                    | 0.210                   |

*The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.*

**Mr. LEUNG Wai Lun**, aged 56, is the executive Director of the Company. He has over 20 years of experience in operations and employee management and development and over 30 years of experience in the engineering field. He is a Senior Fellow of The Professional Validation Centre of Hong Kong Business Sector and a Fellow of the Association of Chartered and Certified Accountants (UK). Mr. Leung holds a degree in Master of Business Administration from the Chinese University of Hong Kong and a degree in Bachelor of Science in Engineering from the University of Hong Kong. He is a member of each of The Hong Kong Institution of Engineers, The Institute of Marine Engineering Science and Technology (UK), The Institution of Engineering & Technology (UK), and Institute of Industrial Engineers (USA). Mr. Leung joined the Company in September 2015.

Pursuant to the service agreement entered into between Mr. Leung and the Company on 10 September 2015 and subject to the Articles of Association of the Company, Mr. Leung will hold office until the next following general meeting of the Company and shall then be eligible for re-election. Upon re-election, if applicable, he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Leung is entitled to a director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Mr. Leung and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, at the discretion of the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company. He has not held any other directorship in the last three years in public companies. As far as the Directors are aware, Mr. Leung was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**Mr. WU Cheng-wei**, aged 56, is the non-executive Director of the Company. He has over 27 years of experience in the engineering field and extensive experience in developing the Taiwan and international markets. From 1997 to 2003 and from 2009 to 2015, Mr. Wu was Chairman of the Plastic & Rubber Machinery Committee of the Taiwan Association of Machinery Industry ("TAMI"), and a director of TAMI from 2003 to 2006. Currently, he is Chairman of the Trade Coordination Committee of TAMI, the Chief Editor of the Plastic and Rubber Machinery, Machinery Monthly Magazine, a member of each of the National Standards & Technologies Committee and the Bureau of Standards, Metrology and Inspection under the Ministry of Economic Affairs, R.O.C. the General Manager of an engineering company. Mr. Wu holds an Executive Master degree of Business Administration from the National Central University (Taiwan) and a Master of Engineering Manufacturing Management from the University of South Australia. Mr. Wu joined the Company in December 2015.

Pursuant to the service agreement entered into between Mr. Wu and the Company on 21st December 2015 and subject to the Articles of Association of the Company, Mr. Wu will hold office until the next following general meeting of the Company and shall then be eligible for re-election. Upon re-election, if applicable, he will continue to hold office for a term of 2 years from the 21 December 2015, renewable automatically for successive terms of one year after the

expiry of such term. Notwithstanding the foregoing, he will be subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association of the Company. Mr. Wu is entitled to a director's fee of HK\$50,000 per annum which is determined by arm's length negotiation between Mr. Wu and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, at the discretion of the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company. He has not held any other directorship in the last three years in public companies. As far as the Directors are aware, Mr. Wu was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**Dr. LUI Sun Wing**, aged 65, is the non-executive Director. He is a former Vice-President of The Hong Kong Polytechnic University responsible for partnership development. Dr. Lui was also the former chief executive officer of the Institute for Enterprise, the PolyU Technology and Consultancy Company Limited and the Hong Kong Enterprise Limited. Prior to joining the Hong Kong Polytechnic University, Dr. Lui was the Branch Director of the Hong Kong Productivity Council in charge of the Materials and Process Branch which provides R & D, consultancy and training services in new materials, advanced manufacturing and environmental technologies to the industry. Dr. Lui obtained his degree of doctor of philosophy in mechanical engineering from the University of Birmingham in UK. He is the Founding Chairman of the Society of Automotive Engineers — HK, Former President of the Hong Kong Association for the Advancement of Science and Technology as well as Honorary Presidents and Honorary Advisors of various commercial, industrial and professional associations. Dr. Lui was appointed as a non-executive director of the Company on 16th January 2001.

Dr. LUI entered into a service contract with the Company on 16th October 2014, he will continue to hold office for a term of 2 years from 16th October 2014, renewable automatically for successive terms of one year after the expiry of such term. Notwithstanding the foregoing, he will be subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association of the Company. Dr. LUI is entitled to receive a Director's fee of HK\$100,000 per annum under such contract, which was determined based on the basis of prevailing market conditions and her roles and responsibilities. Dr. Lui also sits as an independent and non-executive director of Shanghai Electric Group Company Limited (Stock Code: 2727) which is a listed public company in Hong Kong. He is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group. As far as the Directors are aware, Dr. Lui was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**Professor NI Jun**, aged 54, is an independent non-executive Director. He is now a professor of the Mechanical Engineering Department in the College of Engineering at the University of Michigan, USA. Professor Ni graduated from Shanghai Jiaotong University with a Bachelor degree in mechanical engineering in 1982 and graduated from the University of Wisconsin-Madison with a Master degree in mechanical engineering in 1984. He also obtained his Ph.D in mechanical engineering in 1987 from the University of Wisconsin-Madison. After

that, Professor Ni joined the University of Michigan as research fellow in 1987 and promoted to the professor in 1997. Currently, he serves as a director in various non-profit research centres such as the S.M. Wu Manufacturing Research Centre. He joined the Company in February 2003 and is a member of the audit, remuneration and nomination committees of the Company.

Professor NI entered into a service contract with the Company on 16th October 2014, he will continue to hold office for a term of 2 years from 16th October 2014, renewable automatically for successive terms of one year after the expiry of such term. Notwithstanding the foregoing, he will be subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association of the Company. Professor NI is entitled to receive a Director's fee of HK\$50,000 per annum under such contract, which was determined based on the basis of prevailing market conditions and her roles and responsibilities. He does not hold any directorship in any other listed public companies in the last three year. Professor NI is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group. As far as the Directors are aware, Professor NI was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Other than disclosed above, the said retiring Directors have confirmed that there is no matter relating to the above retiring Directors that needed to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Professor, NI has met the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and he has also given an annual confirmation of his independence to the Company this year. The Board and nomination committee, therefore consider him to be independent. The Board and the nomination committee also believe that Professor NI should be elected because he continues to bring relevant knowledge and experience in Engineering to the Board.



**ECO-TEK HOLDINGS LIMITED**

**環康集團有限公司\***

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

**(Stock Code: 8169)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of Eco-Tek Holdings Limited (“**Company**”) will be held at Unit 5, 11/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 21st April 2016 at 10:30 a.m. (or an adjournment thereof) for the following purposes:

1. To receive and consider the audited financial statements and reports of the directors and auditors of the Company for the year ended 31st October 2015;
2. To re-elect Mr. LEUNG Wai Lun as an executive director of the Company;
3. To re-elect Mr. WU Cheng-wei as a non-executive director of the Company;
4. To re-elect Dr. LUI Sun Wing as a non-executive director of the Company;
5. To re-elect Professor NI Jun as an independent non-executive director of the Company;
6. To authorized the board of directors of the Company to fix the remuneration of directors;
7. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
8. To consider as special business and, if thought fit, pass the following resolutions with or without modification, as an ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph 8(c) below, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with additional shares

\* For identification purpose only



## NOTICE OF AGM

in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph 8(a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 8(a) above, otherwise than by way of:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:
  - (i) “**Relevant Period**” means the period from the passing of this resolution until whenever 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 of the Company or any applicable laws to be held; or
    - III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.
  - (ii) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in

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proportion to their then holdings of such shares in the Company (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 recognized regulatory body or any stock exchange applicable to the Company).”

9. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph 9(b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the Growth Enterprise Market of the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Future Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph 9(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** shall have the same meaning as defined in paragraph 8(d)(i) above.”

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10. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions nos. 8 and 9 set out herein being passed, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares pursuant to resolution no. 8 set out herein be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of shares repurchased by the Company under the authority granted pursuant to resolution no. 9 set out herein, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued capital of the Company as at the date of passing of this resolution”

By Order of the Board  
**Eco-Tek Holdings Limited**  
**HUI Wai Man Shirley**  
*Chairman*

Hong Kong, 29th January 2016

*As at the date of this circular, the board of directors comprises Mr. KWOK Tsun Kee and Mr. LEUNG Wai Lun as executive directors; Ms. HUI Wai Man Shirley, Dr. LUI Sun Wing and Mr. WU Cheng-wei as non-executive directors; Ms. CHAN Siu Ping Rosa, Professor NI Jun and Mr. CHAU Kam Wing Donald as independent non-executive directors.*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, all the resolutions are to be voted by poll at the AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. 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. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong. Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19th April 2016 to Thursday, 21st April 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Monday, 18th April 2016.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at [www.eco-tek.com.hk](http://www.eco-tek.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.