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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Echo International Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.



Echo International Holdings Group Limited

毅高(國際)控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8218)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Echo International Holdings Group Limited to be held at Room 3207A, 32/F, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 31 July 2024 at 11:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (or any adjourned meeting) if you so wish.

Hong Kong, 28 June 2024

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 3207A, 32/F, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 31 July 2024 at 11:00 a.m., or any adjournment thereof (as the case may be)
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Echo International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
“controlling shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Echo Co”	Echo Electronics Co, a partnership formed in Hong Kong on 27 November 1989 focusing on electronics manufacturing services, which ceased its business and was dissolved on 30 September 2010
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued Share (excluding treasury shares) as at the date of the passing of such resolution
“Latest Practicable Date”	25 June 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued Share (excluding treasury shares) as at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.050 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules as amended from time to time
“%”	per cent



Echo International Holdings Group Limited

毅高(國際)控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8218)

Executive Directors:

Mr. Lo Yan Yee (*Chairman*)
Ms. Cheng Yeuk Hung (*Chief Executive Officer*)
Ms. Chan Wan Shan Sandra
Mr. Tansri Saridju Benui

Registered office:

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

Independent non-executive Directors:

Mr. Leung Yu Tung Stanley
Mr. Lam Kwok Leung Roy
Mr. Lam Wing Biu, Thomas

***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

28 June 2024

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the general mandates to issue and repurchase Shares, (ii) the re-election of the retiring Directors, and (iii) the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Issue Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot and issue further new Shares representing up to 20% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of passing the resolution.

The Company had an aggregate of 666,423,133 Shares in issue and had no treasury shares as at the Latest Practicable Date. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 133,284,626 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed such number representing 10% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of the passing of the resolution.

Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 66,642,313 Shares.

An explanatory statement, as required by the GEM Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

Extension of the Issue Mandate

An ordinary resolution will also be proposed at the AGM to authorize the Directors to extend the Issue Mandate by an amount representing the aggregate number of the Shares repurchased pursuant to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

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

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to

LETTER FROM THE BOARD

Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Articles 84(1) and 84(2), Ms. Cheng Yeuk Hung (“**Ms. Cheng**”), Ms. Chan Wan Shan Sandra (“**Ms. Chan**”) and Mr. Lam Kwok Leung Roy (“**Mr. Lam**”) (collectively, the “**Retiring Directors**”) shall retire from their offices as Directors and shall be eligible for re-election. Ms. Cheng and Ms. Chan will offer themselves for re-election as executive Directors, and Mr. Lam will offer himself for re-election as independent non-executive Director.

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

The Nomination Committee evaluated the performance of each of the Retiring Directors during the year ended 31 March 2024 with reference to the nomination principles and criteria set out in the board diversity policy and the nomination policy of the Company and found their performance satisfactory. The Nomination Committee had also taken into account the respective contributions of the Retiring Directors on the Board and their commitment to their roles. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board. Further information about the Board’s composition, diversity (including their gender, age, expertise, skills, and qualifications), and the Directors’ attendance records at the Board meetings and Board committee meetings has been disclosed in the corporate governance report under the annual report for the year ended 31 March 2024 of the Company.

THE AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular. The AGM will be convened and held at Room 3207A, 32/F, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 31 July 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions to approve, among others, the general mandates to issue and repurchase Shares, and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (or any adjourned meeting) if you so wish.

LETTER FROM THE BOARD

None of the Shareholders are required to abstain from voting at the AGM on any resolutions as set out in the notice of the AGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors believe that all the resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

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

The following is the explanatory statement required to be sent to Shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorize the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 666,423,133 Shares in issue and the Company does not have any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 66,642,313 Shares (representing 10% of the issued Share as at the date of the AGM) during the period from the date of the AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Board notes that with effect from 11 June 2024, the GEM Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the GEM Listing Rules, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the share issuance mandate in Ordinary Resolution No. 5 and made in accordance with the GEM Listing Rules and applicable laws and regulations of Cayman Islands.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System (“CCASS”) pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Under the Cayman Islands law, a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if so authorized by the Articles of Association and subject to the provisions of the Companies Act (Chapter 22 of the Laws of the Cayman Islands), out of capital.

4. IMPACT ON REPURCHASES

Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements contained in the Company’s annual report for the year ended 31 March 2024, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM for each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
June	0.175	0.13
July	0.208	0.175
August	0.183	0.171
September	0.183	0.176
October	0.176	0.176
November	0.18	0.176
December	0.18	0.176
2024		
January	0.177	0.176
February	0.182	0.176
March	0.182	0.17
April	0.17	0.17
May	0.17	0.168
June (up to the Latest Practicable Date)	0.25	0.155

6. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, (a) Lissington Limited ("**Lissington**"), which is legally, beneficially and wholly owned by Ms. Zheng Zeli, was interested in 155,019,960, representing approximately 23.26% of all issued Shares; (b) Ms. Zhou Qilin was interested in 128,824,574 Shares, representing approximately 19.33% of all issued Shares; (c) Ms. Siu Hiu Ki Jamie was interested in 103,581,986 Shares, representing approximately 15.54% of all issued Shares; and (d) Mr. Yeung Tong Seng Terry, together with his interest in Bluemount Investment Fund SPC — Bluemount Investment Fund SP, was interested in 81,158,017 Shares, representing approximately 12.18% of all issued Shares.

In the event that the Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remains the same, the interest in the Company held by Lissington, Ms. Zhou Qilin, Ms. Siu Hiu Ki Jamie and Mr. Yeung Tong Seng Terry would be increased to approximately 25.85%, 21.48%, 17.27% and 13.53% of the issued share capital of the Company, respectively, and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any consequence which will arise under the Takeovers Code as a result of any repurchase of Shares under the proposed Repurchase Mandate.

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

8. SHARE REPURCHASE MADE BY THE COMPANY

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

The details of the Retiring Directors, who will offer themselves for re-election at the AGM, are set out below:

Save as disclosed below, to the best knowledge of the Directors, as of the Latest Practicable Date, each of the Retiring Directors below: (i) does not hold any other position in the Company or any of its subsidiaries; (ii) has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and other major appointments and professional qualifications; (iii) does not have any relationship with any Director, senior management, supervisor or substantial or controlling shareholder of the Company; (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; and (v) has no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules, nor is there any matter that needs to be brought to the attention of the shareholders of the Company in relation to his/her re-election as a Director.

EXECUTIVE DIRECTORS

1. Ms. Cheng Yeuk Hung

Experience

Ms. Cheng Yeuk Hung (鄭若雄), aged 67, has been an executive Director since 21 December 2010 and was appointed and re-designated from the chief operation officer to chief executive officer of the Group with effective from 20 May 2022, she is also a member of the remuneration committee of the Board, and a director of Gold Treasure Hung Group Limited and Echo Electronics Company Limited, each a subsidiary of the Company. Ms. Cheng is the founder of the Company and has approximately 45 years of experience in the electronics industry of which she has spent over 33 years in managing her own business. She principally oversees the operation of the Hong Kong office. She also regularly communicates with the senior staffs in the factory as well as the suppliers of the Group to understand the trend of procurement. She is responsible for resource allocation in relation to the customers in different market segments. She is also responsible for product pricing management, marketing and business development to manage the profitability of each product manufactured by the Group. Prior to establishing Echo Co in 1989, she had worked in EDAX Industrial Company Limited from 1979 to 1988 as an operation manager whereby she became skilled at business promotion, procurement of raw materials, and resource management in the electronics industry. She has been the Shareholder of Zhumu Company Limited since 15 February 2019. She finished her secondary education in 1975.

Length of Service

The Company has entered into a service contract with Ms. Cheng on 27 September 2013. The fixed term of service of Ms. Cheng is one year commencing from the date of the listing of the Shares on the GEM (i.e. 11 October 2013) and shall be automatically renewed for successive terms of one year until terminated by Ms. Cheng or the Company giving not less than three months' written notice to the other party. Either the Company or Ms. Cheng has the right to give not less than three months' written notice to terminate

the respective service agreement. Her appointment is subject to retirement by rotation and re-election and other related provision as stipulated in the articles of association of the Company and the GEM Listing Rules.

Relationships

Ms. Cheng is the spouse of Mr. Lo Yan Yee, an executive Director, and the mother of Mr. Lo Ding To, the general manager of the Group.

Interest in Shares

So far as the Directors are aware as at the Latest Practicable Date, Ms. Cheng is a shareholder of the Company holding 4,878,000 Shares.

Directors' emoluments

Ms. Cheng is entitled to receive a total yearly emoluments of HK\$750,000 and a discretionary bonus which has been determined by the Board with reference to her background, qualifications, experience, level of responsibilities undertaken with the Group and prevailing market conditions.

2. Ms. Chan Wan Shan Sandra

Experience

Ms. Chan Wan Shan Sandra (陳韻珊) aged 50, joined our Group in August 2017 and was appointed as an executive Director on 31 March 2020. She is also responsible for supervising and managing the business development of Echo Asia (Hong Kong) Limited and Yuk Cuisine Group Limited, each a subsidiary of the Company. She has also been the director of Bluemount Financial Group Limited, Bluemount Asset Management Ltd, Bluemount Capital Limited, Bluemount Commodities Ltd and Bluemount Credit Limited since December 2021 and Bluemount Securities Limited since January 2022. Ms. Chan has been an independent non-executive director of Industronics Berhad, the issued shares of which are listed on the main market of Bursa Malaysia Securities Berhad (stock code: 9393 and stock name: ITRONIC), since November 2019.

Length of Service

The Company has entered into a letter of appointment with Ms. Chan for an initial fixed term of one year from 31 March 2020 and automatically renewable for successive terms of one year until terminated by Ms. Chan or the Company giving not less than three months' written notice to the other party. Her appointment is subject to retirement by rotation and re-election and other related provision as stipulated in the articles of association of the Company and the GEM Listing Rules.

Directors' emoluments

Ms. Chan is entitled to receive a total yearly emoluments of HK\$750,000 and a discretionary bonus from the Group which has been determined by the Board with reference to her background, qualifications, experience, level of responsibilities undertaken with the Group and prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTOR

3. Mr. Lam Kwok Leung Roy

Experience

Mr. Lam Kwok Leung Roy (林國樑), aged 50, has been appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Board with effect from 23 August 2021. He has over 20 years of experience in providing technical support to various entities. Mr. Lam has been the senior customer officer of Good Thinking Computer Services, which principally engages in provision of information technology services, since April 2013.

Length of Service

Mr. Lam has entered into a letter of appointment with the Company for an initial fixed term of one year with effect from 23 August 2021 and automatically renewable for successive terms of one year until terminated by Mr. Lam or the Company giving not less than three months' written notice to the other party. His appointment is subject to retirement by rotation and re-election as stipulated in the articles of association of the Company and the GEM Listing Rules.

Director's emoluments

Mr. Lam is entitled to receive a director's fee of HK\$30,000 per annum which has been determined by the Board with reference to his duties, responsibilities and experience, and the prevailing market conditions.



Echo International Holdings Group Limited

毅高（國際）控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8218)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Echo International Holdings Group Limited (the “**Company**”) will be held at Room 3207A, 32/F, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 31 July 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of Company for the year ended 31 March 2024;
2. (a) to re-elect Ms. Cheng Yeuk Hung as an executive Director;
(b) to re-elect Ms. Chan Wan Shan Sandra as an executive Director; and
(c) to re-elect Mr. Lam Kwok Leung Roy as an independent non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. to re-appoint CL Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF THE AGM

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Share(s)”**) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20 per cent of the aggregate number of Shares in issue (excluding treasury shares) on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:
 - “Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (**“Articles of Association”**) or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

NOTICE OF THE AGM

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate number of issued Share (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

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(iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

7. “**THAT** subject to the ordinary resolutions no. 5 and 6 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of a number representing the aggregate number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent of the aggregate number of the issued Shares on the date of the passing of resolution no. 6.”

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

Hong Kong, 28 June 2024

Registered office:

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

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

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

Notes:

1. A form of proxy for use at the AGM or any adjournment thereof is enclosed.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited 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 AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (or any adjourned meeting) if you so wish.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 26 July 2024 to Wednesday, 31 July 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 25 July 2024.

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5. In case of joint holders of any share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
6. If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at any time after 8:00 a.m. on Wednesday, 31 July 2024, the AGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify members of the date, time and venue of the rescheduled 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. Leung Yu Tung Stanley, Mr. Lam Kwok Leung Roy and Mr. Lam Wing Biu Thomas.