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Echo International Holdings Group Limited

毅高（國際）控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8218)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) 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 Tuesday, 21 June 2022 at 11:00 a.m., Hong Kong for the purpose of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 6 June 2022 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional loan capitalisation agreement entered into between the Company (as the issuer) and Yuk Cuisine HK (as the debtor) and Creditor A dated 25 March 2022 (“**Creditor A Agreement**”) in relation to the issue of 3,928,556 Loan Capitalisation Shares (“**Creditor A Shares**”) at the Loan Capitalisation Price of HK\$0.13 per Loan Capitalisation Share and excluding the parts relating to the issue of Loan Capitalisation Warrants (a copy of which has been produced to the Meeting and marked “**A-1**” and signed by the chairman of the Meeting for the purpose of identification), and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot, issue and deal with the Creditor A Shares, subject to and in accordance with the terms and conditions set out in the Creditor A Agreement; and

- (c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with Creditor A Agreement and any of the transactions contemplated thereunder.”

2. **“THAT** subject to the ordinary resolutions no. 1 above being duly passed:

- (a) the conditional Creditor A Agreement, to the extent relating to the issue of Loan Capitalisation Warrants entitling the holders thereof to subscribe up to 620,039 Loan Capitalisation Warrant Shares (**“Creditor A Warrant Shares”**) at nil consideration only, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the specific 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 resolutions no. 1(b) above be and is hereby extended by the addition thereon of a number representing the number of Creditor A Warrant Shares; and
- (c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the issue of the Loan Capitalisation Warrants under Creditor A Agreement.”

3. **“THAT**:

- (a) the conditional loan capitalisation agreement entered into between the Company (as the issuer), Yuk Cuisine, Yuk Cuisine HK and Echo Asia (as the debtors) and Creditor B dated 25 March 2022 (**“Creditor B Agreement”**) in relation to the issue of 22,867,183 Loan Capitalisation Shares (**“Creditor B Shares”**) at the Loan Capitalisation Price of HK\$0.13 per Loan Capitalisation Share and excluding the parts relating to the issue of Loan Capitalisation Warrants (a copy of which has been produced to the Meeting and marked **“A-2”** and signed by the chairman of the Meeting for the purpose of identification), and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot, issue and deal with the Creditor B Shares, subject to and in accordance with the terms and conditions set out in the Creditor B Agreement; and

- (c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with Creditor B Agreement and any of the transactions contemplated thereunder.”

4. **“THAT** subject to the ordinary resolutions no. 3 above being duly passed:

- (a) the conditional Creditor B Agreement, to the extent relating to the issue of Loan Capitalisation Warrants entitling the holders thereof to subscribe up to 3,609,104 Loan Capitalisation Warrant Shares (**“Creditor B Warrant Shares”**) at nil consideration only, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the specific 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 resolutions no. 3(b) above be and is hereby extended by the addition thereon of a number representing the number of Creditor B Warrant Shares; and
- (c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the issue of the Loan Capitalisation Warrants under Creditor B Agreement.”

5. **“THAT**:

- (a) the conditional loan capitalisation agreement entered into between the Company (as the issuer), Yuk Cuisine HK and Echo Asia (as the debtors) and Creditor C dated 25 March 2022 (**“Creditor C Agreement”**) in relation to the issue of 76,008,474 Loan Capitalisation Shares (**“Creditor C Shares”**) at the Loan Capitalisation Price of HK\$0.13 per Loan Capitalisation Share and excluding the parts relating to the issue of Loan Capitalisation Warrants (a copy of which has been produced to the Meeting and marked **“A-3”** and signed by the chairman of the Meeting for the purpose of identification), and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot, issue and deal with the Creditor C Shares, subject to and in accordance with the terms and conditions set out in the Creditor C Agreement; and

(c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with Creditor C Agreement and any of the transactions contemplated thereunder.”

6. **“THAT** subject to the ordinary resolutions no. 5 above being duly passed:

(a) the conditional Creditor C Agreement, to the extent relating to the issue of Loan Capitalisation Warrants entitling the holders thereof to subscribe up to 11,996,339 Loan Capitalisation Warrant Shares (**“Creditor C Warrant Shares”**) at nil consideration only, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(b) the specific 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 resolutions no. 5(b) above be and is hereby extended by the addition thereon of a number representing the number of Creditor C Warrant Shares; and

(c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the issue of the Loan Capitalisation Warrants under Creditor C Agreement.”

7. **“THAT:**

(a) the conditional placing agreement dated 25 March 2022 entered into between the Company and the Placing Agent in relation to the placing of up to 97,188,000 new ordinary shares of the Company at the placing price of HK\$0.13 per Placing Share and excluding the parts relating to the issue of Placing Warrants (a copy of which has been produced to the Meeting and marked **“B”** and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement; and

(c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Placing Agreement and any of the transactions contemplated thereunder.”

8. “**THAT** subject to the ordinary resolutions no. 7 above being duly passed:

(a) the conditional Placing Agreement, to the extent relating to the issue of Placing Warrants entitling the holders thereof to subscribe up to 15,339,080 Placing Warrant Shares at nil consideration only, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(b) the specific 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. 7(b) above be and is hereby extended by the addition thereon of a number representing the relevant number of Placing Warrant Shares; and

(c) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the issue of Placing Warrants under the Placing Agreement.”

9. “**THAT**:

(a) the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 divided into 200,000,000 Shares to HK\$50,000,000 divided into 1,000,000,000 Shares by creating an additional 800,000,000 unissued Shares; and

(b) any Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Increase in Authorised Share Capital.”

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

Hong Kong, 6 June 2022

Registered Office:

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

Principal place of business in Hong Kong:

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

Notes:

1. A form of proxy for use at the Meeting or any adjournment thereof is enclosed.
2. A member entitled to attend and vote at the Meeting 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 Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. Whether or not you intend to attend the Meeting, you are requested to complete the form of proxy and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Meeting (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting (or any adjourned meeting) if you so wish.
4. The record date for determining the entitlement of members of the Company to attend and vote at the Meeting is fixed at the close of business on Monday, 20 June 2022. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 June 2022.
5. In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

As at the date of this notice, the executive Directors are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Mr. Tansri Saridju Benui and Ms. Chan Wan Shan Sandra, and the independent non-executive Directors are Mr. Leung Yu Tung Stanley, Mr. Chow Yun Cheung and Mr. Lam Kwok Leung Roy.

This notice, for which the directors of the Company 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 of the Company, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.echogroup.com.hk.