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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This circular, for which the directors (the “**Directors**”) of Eco-Tek Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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

The notice convening the annual general meeting of the Company for the year ended 31 October 2007 to be held at R1109, Shirley Chan Building, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong, on Friday, 29 February 2008 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for the annual general meeting is enclosed with the 2007 Annual Report. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy and return the same to the Company's Share Registrar in Hong Kong, Union Registrars Limited, at Rooms 1901-1902, Fook Lee Commercial Center, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the annual general meeting in order to cast your vote. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the annual general meeting or any adjournment thereof if you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for 7 days from the date of its posting.

* For purpose of identification only

28 January 2008

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

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“2007 Annual Report”	the Audited Financial Statements and the respective Reports of the Directors and Auditors of the Company for the year ended 31 October 2007
“AGM”	the annual general meeting of the Company to be held at R1109, Shirley Chan Building, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong, on Friday, 29 February 2008 at 10:30 a.m. at which the 2007 Annual Report will be adopted
“Board”	the board of Directors
“CG Code”	Code on Corporate Governance Practice
“Commission”	Securities and Futures Commission
“Company”	Eco-Tek Holdings Limited
“Director(s)”	director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general mandate to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company 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
“Latest Practicable Date”	23 January 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong 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)

Executive Directors:

Mr. NG Chi Fai (*Acting Chairman*)

Mr. HAN Ka Lun

Non-Executive Directors:

Dr. LUI Sun Wing

Mr. YOUNG Meng Cheung Andrew

Independent Non-Executive Directors:

Ms. CHAN Siu Ping Rosa

Mr. TAKEUCHI Yutaka

Professor NI Jun

Ms. HUI Wai Man Shirley

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

28 January 2008

To the Shareholders

Dear Sir/Madam,

**PROPOSED GENERAL MANDATES
TO 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 information regarding the proposed renewal of the general mandates to issue and allot Shares, to repurchase Shares and the re-

* For purpose of identification only

LETTER FROM THE BOARD

election of Directors, details of which are provided herewith as follows, and to seek your approval of the resolutions relating to these matters at the AGM.

ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate which will enable the Directors to allot, issue and otherwise deal with additional Shares up to the limit of 20% of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution. In addition, an ordinary resolution will also be proposed to authorize an extension of the Issue Mandate by adding to the aggregate number of additional Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions number 5 and 7 in the notice of AGM.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate which will enable the Directors to repurchase Shares on the GEM or on any other exchange on which the Shares have been or may be listed and recognised for this purpose by the Commission and the Stock Exchange up to a limit of 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution.

Pursuant to the GEM Listing Rules, an explanatory statement containing all the information reasonably necessary to enable 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 the Appendix I hereto.

Details of the aforesaid ordinary resolution are set out in ordinary resolution number 6 in the notice of AGM.

RE-ELECTION OF DIRECTORS

In accordance with articles 87(1) and (2) of the Articles of Association, Mr. YOUNG Meng Cheung Andrew, Ms. HUI Wai Man Shirley and Professor Ni Jun will retire by rotation and, being eligible, offer themselves for re-election at the AGM. Details of Directors proposed to be re-elected are set out in the Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice convening the AGM for the year ended 31 October 2007 to be held at R1109, Shirley Chan Building, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong, on Friday, 29 February 2008 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for the AGM is enclosed with the 2007 Annual Report. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's Share Registrar in Hong Kong, Union Registrars Limited, at Rooms 1901-1902, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof if you so wish.

PROCEDURES FOR DEMANDING A POLL AT A GENERAL MEETING

Pursuant to Article 66 of the Articles of Association, at any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) be at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a Shareholder.

LETTER FROM THE BOARD

RECOMMENDATION

Shareholders should draw their attention to the information as set out in the appendices to this circular. The Board is of the opinion that all the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring directors set out in the AGM Notice are in the best interests of the Company and its Shareholders as a whole and, accordingly, recommend you to vote in favour of all the related resolutions set out in the notice of AGM.

Yours faithfully,
On behalf of the Board
Eco-Tek Holdings Limited
NG Chi Fai
Acting Chairman

This is the explanatory statement required by Rule 13.08 of the GEM Listing Rules to be given to all the Shareholders relating to a resolution to be proposed at the AGM authorising 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 will be issued or repurchased by the Company before the AGM, could result in 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 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

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

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 and the applicable laws of the Cayman Islands.

4. GENERAL

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 Annual Report 2006) 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 levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND CONNECTED PERSONS

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 of the Company and the Articles of Association 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") and Advance New Technology Limited ("Advance New Technology") which are the substantial Shareholders, held approximately 53.06% and 10.84% of the issued Shares respectively. If the Repurchase Mandate is exercised in full, the percentage shareholding of Team Drive and Advance New Technology will increase to 58.95% and 12.05% respectively. Such increase will not give rise to an obligation for it to make a general offer for the Shares under Rule 26 of the Takeover 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 highest and lowest market prices at which the Shares have traded on the GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
January	0.220	0.165
February	0.213	0.170
March	0.270	0.165
April	0.270	0.213
May	0.350	0.210
June	0.570	0.305
July	0.500	0.330
August	0.440	0.250
September	0.360	0.275
October	0.290	0.242
November	0.290	0.201
December	0.280	0.211
2008		
January (up to the Latest Practicable Date)	0.205	0.192

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

Mr. YOUNG Meng Cheung Andrew (“Mr. YOUNG”), aged 48, is the non-executive Director. Mr. YOUNG has over 16 years of experience in engineering consultation industry. He is the head of Partnership Development Office of the PolyU since 1998, and also the director of various private companies, including PTeC and Advance New Technology. Before his employment with PolyU, Mr. YOUNG worked for Hong Kong Productivity Council as senior consultant for two years since 1996. Mr. YOUNG holds a degree of Bachelor of engineering in mechanical engineering from the South Australian Institute of Technology, Australia in 1983 and a Master degree in business administration from the University of South Australia in 1991. Mr. YOUNG is a Chartered Professional Engineer of The Institution of Engineers, Australia. Mr. YOUNG was appointed as a non-executive Director of the Company on 16 January 2001. Mr. YOUNG is also the independent non-executive director of Plus Holdings Limited, a company listed in Hong Kong.

Mr. YOUNG entered into a service contract with the Company under which he has been appointed to act as an non-executive Director for an initial term of 30 months commencing on 21 November 2001, which will continue thereafter until terminated by either party pursuant to the terms and conditions under such service contract. Under the service contract, Mr. YOUNG has received emoluments approximately HK\$100,000 for the year ended 31 October 2007, which was determined based on the basis of prevailing market conditions and his roles and responsibilities.

Save as disclosed above, Mr. YOUNG has not previously held and is not holding any other position with the Group. Save as disclosed above, Mr. YOUNG does not hold any other directorships in any listed public companies in the last three years and other major appointments and qualifications. Save as disclosed above, he does not have any relationship with any directors, senior management, management shareholders, substantial shareholders of the Company for the purpose of the GEM Listing Rules. As at the Latest Practicable Date, Mr. YOUNG does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Ms. HUI Wai Man Shirley (“Ms. HUI”), aged 40, is an independent non-executive Director. She is a practising director of S.W. Wu & Co. CPA Limited in Hong Kong since 1997 and has over 19 years of experience in public accounting and corporate finance. Ms. Hui is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. She is also a fellow member of the Institute of Chartered Secretaries and Administrators and a member of the Hong Kong Institute of Company Secretaries. Ms. Hui joined the Company in October 2004. She is also the chair lady of the audit and nomination committees of the Company and member of the remuneration committee of the Company. Save as disclosed above, Ms. HUI has not previously held and is not holding any other position with the Group.

Ms. HUI is the independent non-executive directors of Fortuna International Holdings Limited and Freeman Corporation Limited, both are listed public companies in Hong Kong. She is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group. She is interested in shares options granted by the Company for 500,000 underlying shares representing approximately 0.08% of the issued share capital of the Company. Saved as disclosed above, Ms. HUI is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance Chapter 571 of the Laws of Hong Kong.

There is no service contract entered into between the Company and Ms. HUI. Ms. HUI is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the provision of the Articles of Association. Ms. HUI does not received any director’s fee.

Professor NI Jun (“Professor NI”), aged 46, 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, the U.S.. 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 making research centres such as the S.M. Wu Manufacturing Research Centre and the Multi-Campus National Science Foundation Center for Intelligent Maintenance Systems of the University of Michigan. He joined the Company in February 2003 and is a member of the audit, remuneration and nomination committees of the Company. Save as disclosed above, Professor NI has not previously held and is not holding any other position with the Group.

Professor NI does not held any directorship in any other listed public companies in the last three years. He is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group. As at the Latest Practicable Date, he is interested in shares options granted by the Company for 500,000 underlying shares representing approximately 0.08% of the issued share capital of the Company. Saved as disclosed above, Professor NI is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance Chapter 571 of the Laws of Hong Kong.

There is no service contract entered into between the Company and Professor NI. Professor NI is not appointed for a specific term and is subject to retirement and re-election in accordance with the provision of the Articles of Association. Professor NI does not received any director's fee.

Save as disclosed above, the above retiring directors do not have other directorships held in listed public companies in the last 3 years. The Directors believe there is no matter relating to the above retiring directors proposed to be re-elected at the AGM that needed to be brought to the attention of the Shareholders of the Company and there is no information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h)-(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ECO-TEK HOLDINGS LIMITED

環康集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8169)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Eco-Tek Holdings Limited (the “Company”) will be held at R1109, Shirley Chan Building, The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong on Friday, 29 February 2008 at 10:30 a.m. 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 31 October 2007;
2. To declare a final dividend (if any);
3. To re-elect retiring directors of the Company and to authorize the board of directors of the Company to fix their remuneration;
4. To re-appoint Grant Thornton as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this Resolution, 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 (the “Stock Exchange”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares 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;

* For purpose of identification only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company 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 of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); 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 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 amount 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:
 - (aa) “Relevant Period” means the period from 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 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 general meeting.”
 - (bb) “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 of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to

NOTICE OF ANNUAL GENERAL MEETING

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).”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period as defined in Resolution No. 5(d)(aa) set out in the notice of this meeting 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 recognised 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 Futures 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 (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount 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 in Resolution No. 5(d)(aa) set out in the notice of this meeting.”

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

conditional upon Resolutions Nos. 5 and 6 set out in the notice of this meeting being passed, the general mandate granted to the Directors of the Company 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. 5 set out in the notice of this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority

NOTICE OF ANNUAL GENERAL MEETING

granted pursuant to Resolution No. 6 set out in the notice of this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

As at the date of this circular, the directors of the Company are as follows:

Executive directors:

Mr. NG Chi Fai (*Acting Chairman*)

Mr. HAN Ka Lun

Non-executive directors:

Dr. LUI Sun Wing

Mr. YOUNG Meng Cheung Andrew

Independent non-executive directors:

Ms. CHAN Siu Ping Rosa

Mr. TAKEUCHI Yutaka

Professor NI Jun

Ms. HUI Wai Man Shirley

By order of the Board
Eco-Tek Holdings Limited
NG Chi Fa
Acting Chairman

Hong Kong, 28 January 2008

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his 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.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Share Registrar in Hong Kong, Union Registrars Limited, at Rooms 1901-1902, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration by not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 26 February 2008 to Thursday, 28 February 2008, both days inclusive, during which period no transfer of shares of the Company will be effected. All transfer document accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Union Registrars Limited, at Rooms 1901-1902, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 4:00 p.m. on Monday, 25 February 2008.

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting if the member so desire and in such event, the form of proxy shall be deemed to be revoked.
5. An explanatory statement containing further details regarding the proposed Resolutions Nos. 5 to 7 set out in the above notice will be dispatched to shareholders together with the 2007 Annual Report of the Company.