



Echo International Holdings Group Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8218

2018 Third Quarterly Report



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GEM has been positioned as a market designed to accommodate companies to which a high 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.

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*This report, for which the directors (the “**Directors**”) of Echo International Holdings Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading.*

FINANCIAL HIGHLIGHTS

- Recorded an unaudited revenue of approximately HK\$39.80 million for the nine months ended 31 December 2018, representing an increase of approximately 44.10% over the corresponding period of the previous year.
- Recorded an unaudited loss attributable to the owners of the Company of approximately HK\$10.40 million for the nine months ended 31 December 2018 (2017: HK\$8.92 million).
- Basic and diluted loss per share for the nine months ended 31 December 2018 were HK1.06 cents (2017: basic and diluted loss per share HK0.99 cents).
- The Board does not recommend the payment of third quarterly dividend for the nine months ended 31 December 2018 (2017: Nil).

UNAUDITED THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the nine months ended 31 December 2018 and the comparative unaudited figures for the corresponding period in 2017 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2018

	Notes	Unaudited three months ended 31 December		Unaudited nine months ended 31 December	
		2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Revenue	3	12,047	7,273	39,798	27,617
Cost of sales		(6,559)	(6,305)	(22,652)	(20,819)
Gross profit		5,488	968	17,146	6,798
Other gains or loss	4	309	171	(214)	502
Selling and distribution expenses		(550)	(192)	(1,119)	(809)
Administrative and other expenses		(9,131)	(4,782)	(26,294)	(14,913)
Finance costs		(416)	(9)	(1,158)	(501)
Share of profit of associates		1,196	–	1,196	–
Loss before taxation	5	(3,104)	(3,844)	(10,443)	(8,923)
Taxation	6	–	–	41	–
Loss for the period		(3,104)	(3,844)	(10,402)	(8,923)
Other comprehensive loss for the period, net of tax, Items may be reclassified subsequently to profit or loss Exchange differences on translation of foreign operations		(393)	(949)	(3,561)	(407)
Total comprehensive loss for the period		(3,497)	(4,793)	(13,963)	(9,330)
Loss for the period attributable to owners of the Company		(3,104)	(3,844)	(10,402)	(8,923)
Total comprehensive loss for the period attributable to owners of the Company		(3,497)	(4,793)	(13,963)	(9,330)
Loss per share — Basic and diluted (HK cents)	8	(0.30) cents	(0.40) cents	(1.06) cents	(0.99) cents

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2018 (Unaudited)

	Share capital	Share premium	Contribution reserve	Capital reserve	Share option reserve	Exchange reserve	Convertible bonds-equity component	Accumulated losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2018, audited	2,400	53,476	4,836	(89)	5,794	(217)	3,713	(41,698)	28,215
Total comprehensive loss for the period	-	-	-	-	-	(3,561)	-	(10,402)	(13,963)
Issuance of convertible bonds	-	-	-	-	-	-	4,518	-	4,518
Issuance cost on convertible bonds	-	-	-	-	-	-	(127)	-	(127)
Deferred tax liability arising from issue of convertible bonds	-	-	-	-	-	-	(644)	-	(644)
Share placing	150	5,650	-	-	-	-	-	-	5,800
At 31 December 2018, unaudited	<u>2,550</u>	<u>59,126</u>	<u>4,836</u>	<u>(89)</u>	<u>5,794</u>	<u>(3,778)</u>	<u>7,460</u>	<u>(52,100)</u>	<u>(23,799)</u>

For the nine months ended 31 December 2017 (Unaudited)

	Share capital	Share premium	Contribution reserve	Capital reserve	Share option reserve	Exchange reserve	Retained earnings/ losses	Total	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 April 2017, audited		2,000	28,840	4,836	(89)	5,794	(1,214)	26,982	13,185
Total comprehensive loss for the period		-	-	-	-	-	407	(8,923)	(8,516)
Share placing		400	24,636	-	-	-	-	-	25,036
At 31 December 2017, unaudited		<u>2,400</u>	<u>53,476</u>	<u>4,836</u>	<u>(89)</u>	<u>5,794</u>	<u>(807)</u>	<u>(35,905)</u>	<u>29,705</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

The Company is incorporated in the Cayman Islands as an exempted company with limited liability. The Company's shares have been listed on the GEM (the "**Listing**") since 11 October 2013 (the "**Listing Date**").

The unaudited condensed consolidated financial statements are presented in Hong Kong Dollars ("**HK\$**"), which is the same as the functional currency of the Company.

The principal activities of the Group are the manufacturing and trading of electronic products and accessories. The Group also operates catering business in Hong Kong.

2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated third quarter financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and complied with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the disclosure requirements set out in Chapter 18 of the GEM Listing Rules. The unaudited condensed consolidated financial statements have been prepared under historical cost basis except for certain financial assets and financial liabilities, which are measured at fair values.

The accounting policies and method of computation used in preparing the unaudited condensed consolidated results are consistent with those used in the audited financial statements for the year ended 31 March 2018 except in relation to the new and revised standards, amendments and interpretations ("**new and revised HKFRSs**") issued by the HKICPA that are adopted for the first time for the current period's financial statements. The adoption of these new and revised HKFRSs has had no material impact on the unaudited condensed consolidated financial statements. The unaudited condensed consolidated results have not been reviewed by the Company's auditors, but have been reviewed by the Company's audit committee.

The Group has not early adopted any new Hong Kong Financial Reporting Standards ("**HKFRS**") that have been issued but are not yet effective.

3 SEGMENT INFORMATION

Information reported internally to the directors of the Group (chief operating decision maker) for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

An analysis of the Group's revenue of each significant category for the period is as follows:

	Unaudited three months ended 31 December 2018		Unaudited nine months ended 31 December 2018	
	2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Sales of electronic products	7,963	7,270	31,387	27,390
Subcontracting income	–	3	–	227
Revenue from restaurant operations	4,084	–	8,411	–
	<u>12,047</u>	<u>7,273</u>	<u>39,798</u>	<u>27,617</u>

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- indent trading of electronic products.
- manufacturing and trading of electronic products and accessories.
- provision of food catering services.

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business has different market and requires different marketing strategies.

Segment revenues reported below represents revenue generated from external customers. There were no inter-segment sale for both period.

Segment result represents the profit/(loss) generated by each segment without allocation of corporate income and central administration costs including directors' emoluments, share based payment, finance costs and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

3 SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

The following is an analysis of the Group's turnover and results from continuing operations by reportable and operating segments:

For the nine months ended 31 December 2018 (Unaudited)

	Indent trading of electronic products HK\$'000	Manufacturing and trading of electronic products and accessories HK\$'000	Provision of food catering services HK\$'000	Total HK\$'000
Revenue	2,040	29,347	8,411	39,798
Segment results	321	22	(3,844)	(3,501)
Unallocated other revenue and gains				(357)
Unallocated selling and distribution expenses				(692)
Unallocated administrative and other expenses				(5,930)
Loss from operations				(10,480)
Finance costs				(1,159)
Share of profit of associates				1,196
Loss before taxation				(10,443)
Taxation				41
Loss for the period				(10,402)

For the nine months ended 31 December 2017 (Unaudited)

	Indent trading of electronic products HK\$'000	Manufacturing and trading of electronic products and accessories HK\$'000	Total HK\$'000
Revenue	1,841	25,776	27,617
Segment results	738	(4,748)	(4,010)
Unallocated other revenue and gains			448
Unallocated selling and distribution expenses			(472)
Unallocated administrative and other expenses			(4,388)
Loss from operations			(8,422)
Finance costs			(501)
Loss before taxation			(8,923)
Taxation			-
Loss for the period			(8,923)

3 SEGMENT INFORMATION (CONTINUED)

Geographical information

	Revenue from external customers		Revenue from external customers	
	Unaudited		Unaudited	
	three months ended		nine months ended	
	31 December		31 December	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong	4,484	557	10,554	1,836
Asian countries, other than Hong Kong (Note 1)	735	436	4,017	3,825
European countries (Note 2)	5,176	5,060	18,855	16,987
North and South American Countries (Note 3)	1,228	1,211	5,480	4,552
Others	424	9	892	417
	<u>12,047</u>	<u>7,273</u>	<u>39,798</u>	<u>27,617</u>

Notes:

1. Asian countries include the People's Republic of China (the "PRC"), India, Korea, Malaysia, Singapore, Taiwan and Thailand.
2. European countries include Belgium, Bulgaria, Denmark, Finland, Germany, Italy, Poland, Portugal, Russia, Slovakia, Spain, Sweden, Switzerland and United Kingdom.
3. North and South American Countries include Argentina, Brasil, Canada and the United States.

The Group's geographical segments are also classified by the location of assets, information about its non-current assets by geographical location are set out below:

	Unaudited	Audited
	As at	As at
	31 December	31 March
	2018	2018
	HK\$'000	HK\$'000
Hong Kong	4,750	2,448
PRC	—	137
	<u>4,750</u>	<u>2,585</u>

4 OTHER REVENUE AND GAINS

	Unaudited three months ended 31 December		Unaudited nine months ended 31 December	
	2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Bank interest income	32	1	46	2
Sundry income	278	170	886	500
Change in fair value of derivative financial asset component of convertible bonds	(1)	–	(1,146)	–
	<u>309</u>	<u>171</u>	<u>(214)</u>	<u>502</u>

5 LOSS BEFORE TAXATION

	Unaudited three months ended 31 December		Unaudited nine months ended 31 December	
	2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Loss before taxation is arrived after charging:				
Finance costs				
Interest on:				
Bank overdrafts wholly repayable within five years	–	–	–	4
Debenture interest	–	–	–	483
Obligation under finance leases	10	9	44	14
Convertible bonds wholly repayable within five years	406	–	1,114	–
	<u>416</u>	<u>9</u>	<u>1,158</u>	<u>501</u>
Other items				
Depreciation of property, plant and equipments	341	136	926	362
Costs of inventories sold	5,156	6,222	19,486	20,413
Loss on disposal of fixed assets	–	–	–	216
	<u>–</u>	<u>–</u>	<u>–</u>	<u>216</u>

6 TAXATION

	Unaudited three months ended 31 December 2018		Unaudited nine months ended 31 December 2018	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax				
— Hong Kong	—	—	—	—
— PRC	—	—	—	—
Deferred taxation	—	—	41	—
	<u>—</u>	<u>—</u>	<u>41</u>	<u>—</u>
	<u>—</u>	<u>—</u>	<u>41</u>	<u>—</u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits arising in Hong Kong for the nine months ended 31 December 2018 and 2017.

PRC subsidiary is subjected to PRC enterprise income tax at 25%.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands for the nine months ended 31 December 2018 and 2017.

7 DIVIDENDS

The Board does not recommend the payment of dividend for the nine months ended 31 December 2018 (2017: Nil).

8 LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic loss per share is based on the loss for the period attributable to owners of the Company and the weighted average number of the Company's ordinary shares in issue during the period.

	Unaudited nine months ended 31 December	
	2018	2017
Note	HK\$'000	HK\$'000
Loss for the period attributable to owners of the Company	<u>(10,402)</u>	<u>(8,923)</u>

	Unaudited nine months ended 31 December	
	2018	2017
	No. of shares	No. of shares
Weighted average number of ordinary shares and dilutive potential ordinary share in issue during the period	(a), (b) <u>975,054,545</u>	<u>897,163,636</u>

Note:

- (a) On 18 July 2017, 160,000,000 placing shares have been successfully placed by the Company's placing agent to not less than six places at the placing price of HK\$0.163 per placing share pursuant to the terms and conditions of the placing agreement entered into between the Company and its placing agent dated 27 June 2017. The aggregate nominal value of the placing shares under the placing is HK\$400,000 of HK\$0.0025 each.
- (b) The diluted loss per share is the same as the basic loss per share for the nine months ended 31 December 2018 and 2017 because the Company's share options outstanding during those periods were either anti-dilutive or have no potential dilutive effects.
- (c) On 24 October 2018, 60,000,000 consideration shares have been successfully paid by the Company to Mr. Li Hok Yin (as vendor) in relation to the acquisition of 30% of the issued share capital of Bluemount Financial Group Limited at a consideration of HK\$11,000,000, which shall be satisfied by cash amounted to HK\$200,000 and the Company issuing consideration shares in the sum of HK\$10,800,000.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Prospects

Unaudited revenue for the nine months ended 31 December 2018 (the “**Nine-Month Period**”) was approximately HK\$39.80 million, representing an increase of approximately 44.10% when compared with the corresponding period in 2017. Loss attributable to owners of the Company for the Nine-Month Period was approximately HK\$10.40 million whilst for the corresponding period in 2017, the loss attributable to owners of the Company was approximately HK\$8.92 million.

Notwithstanding the challenging market conditions prevailing during the Nine-Month Period, the Group continues to manufacture and provide electronics products and subcontracting services on PCB assemblies to customers in its principal markets, i.e. the U.S.A. and the European countries including Belgium, Bulgaria, Denmark, Finland, Germany, Italy, Poland, Portugal, Russia, Slovakia, Spain, Sweden, Switzerland and United Kingdom. The Group also operates catering business in Hong Kong.

In view of the challenging market conditions encountered as mentioned above, while the Group will continue to focus on its core business of the sales of electronic products, it will explore new business opportunities to broaden its source of income and maximize profit and return for the Group and the Shareholders of the Company in the long run. The Group will also increase its market share and attract new customers to enlarge its client base through conducting more promotional and marketing activities and designing and developing new electronic products.

Sales of Electronic Products

Revenue from this segment during the Nine-Month Period was approximately HK\$31.39 million, representing an increase of approximately 14.59% when compared with the corresponding period in 2017. The increase in sales of electronic products was mainly due to the increase in the revenue from indent trading of electronic products and manufacturing and trading of electronic products and accessories by approximately HK\$0.20 million and HK\$3.57 million respectively as compared with the corresponding period in 2017. The increase in the revenue from indent trading of electronic products is mainly attributable to the increase in purchase orders from customers. Such increase was mainly due to the increase in sales of charger board for the Nine-Month Period by approximately HK\$3.72 million as compared with the corresponding period in 2017. Increase in the sale of charger board was a result of increase in volume sold, which mainly led to the increase in the revenue from manufacturing and trading of electronic products and accessories for the Nine-Month Period.

Subcontracting income

No revenue from this segment during the Nine-Month Period in 2018, representing a decrease of approximately 100% when compared with the same period in 2017. The decrease was mainly due to the decrease in orders of subcontracting services in the PRC.

Food Catering Services

Revenue from this segment during the Nine-Month Period was approximately HK\$8.41 million, representing an increase of approximately 100% when compared with the corresponding period in 2017.

Financial review

The Group's revenue for the Nine-Month Period was approximately HK\$39.80 million, representing an increase of approximately 44.10% from approximately HK\$27.62 million of the corresponding period in 2017. Such increase was mainly due to the increase in sales of electronic products and revenue from restaurant operations by approximately HK\$4.00 million and HK\$8.41 million respectively.

The overall gross profit margin of the Group increased from approximately 24.62% for the nine months ended 31 December 2017 to 43.08% for the nine months ended 31 December 2018. The increase in the Group's gross profit margin for the nine months ended 31 December 2018 was primarily due to the increase in revenue from restaurant operations.

Selling and distribution expenses for the nine months ended 31 December 2018 were approximately HK\$1.12 million (approximately HK\$0.81 million for the nine months ended 31 December 2017), representing an increase of approximately 38.31%. Such increase was mainly due to the utility expense for catering business amounting to HK\$0.13 million for the nine months ended 31 December 2018 (approximately HK\$Nil million for the nine months ended 31 December 2017), and the increase in commission paid to approximately HK\$0.29 million for the nine months ended 31 December 2018 (approximately HK\$0.14 million for the nine months ended 31 December 2017).

Administrative and other expenses for the nine months ended 31 December 2018 were approximately HK\$26.29 million (approximately HK\$14.91 million for the nine months ended 31 December 2017), representing an increase of approximately 76.31%. Such increase was mainly due to the increase in staff costs and rental expenses of approximately HK\$12.48 million and HK\$4.05 million recognised for the nine months ended 31 December 2018 (approximately HK\$7.92 million and HK\$1.58 million for the nine months ended 31 December 2017).

Loss attributable to the owners of the Company amounted to approximately HK\$10.40 million for the nine months ended 31 December 2018 (approximately HK\$8.92 million of loss attributable to owners of the Company for the nine months ended 31 December 2017). Loss per share attributable to owners of the Company was approximately HK1.06 cents for the nine months ended 31 December 2018 (a loss of approximately HK0.99 cents per share attributable to owners of the Company for the nine months ended 31 December 2017).

OTHER FUND RAISING ACTIVITIES DURING THE PERIOD

(1) Issue of HK\$13,000,000 convertible bonds under general mandate

On 24 July 2018, the Company entered into a placing agreement with a placing agent in relation to placing of up to HK\$13,000,000 convertible bonds to independent investors under general mandate for fund raising purpose. The initial conversion price of the convertible bonds was HK\$0.106 represented a premium of about 8.16% to the closing price of HK\$0.098 on 23 July 2018. On 20 August 2018, the Company completed the placing of HK\$13,000,000 convertible bonds. The convertible bonds are convertible into 122,641,509 Shares based on the initial conversion price. The gross proceeds and net proceeds from the placing amounted to about HK\$13 million and HK\$12.59 million respectively. The net proceeds are intended to be used in investment in catering business and as at the date of this report, funds of about HK\$7.20 million have been utilized for such purpose and funds of about HK\$5.39 million remain unutilized.

SHARE OPTION SCHEMES

The Company has two share option schemes namely, the pre-IPO share option scheme (the “**Pre-IPO Share Option Scheme**”) and the share option scheme (the “**Share Option Scheme**”) which were both adopted on 27 September 2013.

Pre-IPO Share Option Scheme

The Company has adopted the Pre-IPO Share Option Scheme on 27 September 2013 under which the Company has granted options to certain Directors and employee of the Group to subscribe for an aggregate of 80,000,000 shares of the Company (the “**Shares**”) with an exercise price of HK\$0.15, which is equal to the placing price as defined in the Prospectus.

As at 31 December 2018, details of the options granted under the Pre-IPO Share Option Scheme are as follows:

Directors	Outstanding	Exercised	Lapsed	Cancelled	Outstanding	Exercise period	Approximate percentage of issued capital of the Company upon exercise of all the options
	as at 31 March 2018				as at 31 December 2018		
Mr. Lo Yan Yee	22,800,000	-	-	-	22,800,000	11 October 2016– 11 October 2023	2.19%
Ms. Cheng Yeuk Hung	22,800,000	-	-	-	22,800,000	11 October 2016– 11 October 2023	2.19%
	<u>45,600,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>45,600,000</u>		4.38%
Employees	34,400,000	-	-	-	34,400,000	11 October 2016– 11 October 2023	3.31%
	<u>80,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>80,000,000</u>		7.69%

Share Option Scheme

As at the nine months period ended 31 December 2018, no option was granted, exercised or lapsed under the Share Option Scheme.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2018, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong) (the "SFO") which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO, or (iii) have to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules are as follows:

(i) Long positions in the shares of the Company

Name of Director	Company/ associated corporation	Capacity	Number of Shares	Approximate percentage of interest
Ms. Cheng Yeuk Hung	Company	Personal interest	97,560,000	9.56%
Mr. Lo Yan Yee	Company	Interest of spouse	97,560,000	9.56%

Note: Mr. Lo Yan Yee is the executive Director and the spouse of Ms. Cheng Yeuk Hung, and is deemed under the SFO to be interested in those 97,560,000 shares in which Ms. Cheng Yeuk Hung is interested.

(ii) Long position in underlying shares of the Company

Name	Capacity	Description of equity derivatives	Number of underlying shares
Mr. Lo Yan Yee (executive Director)	Personal interest	Options	22,800,000
	Interest of spouse	Options	22,800,000
			<hr/> 45,600,000
Ms. Cheng Yeuk Hung (executive Director)	Personal interest	Options	22,800,000
	Interest of spouse	Options	22,800,000
			<hr/> 45,600,000
Mr. Cheng Kwing Sang, Raymond (chief executive officer)	Personal interest	Options	22,400,000

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executive of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standard of dealings by Directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules, or required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2018, so far as is known to the Directors, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO:

Name	Capacity and nature of interest	Number of shares	Percentage of the Company's issued share capital	Long/Short position
Adamas Asset Management (HK) Limited	Investment manager	66,338,000	6.91	Long position

Name	Capacity and nature of interest	Number of shares	Number of underlying shares	Total	Percentage of the Company's issued share capital
Yeung Tong Seng Terry	Beneficiary of a trust (other than discretionary interest)	–	178,784,905		
	Beneficiary owner	–	10,444,401		
		–	189,229,306	189,229,306	18.55%
			(note 1)		

Note:

- These underlying Shares are Shares to be issued to a holder or holders of the convertible bonds issued by the Company.

Save as disclosed above, as at 31 December 2018, the Directors are not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO.

PURCHASE, SALES OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2018.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the standards set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry with all Directors, the Company was not aware of any non-compliance with the required standards of dealings and its code of conduct regarding securities transactions by any of the Directors during the nine months ended 31 December 2018.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions (the "**Code**") as set out in Appendix 15 of the GEM Listing Rules. The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. The Company has complied with the Code during the nine months ended 31 December 2018.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had any material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the nine months ended 31 December 2018.

COMPETING BUSINESS

For the nine months ended 31 December 2018, the Directors are not aware of any business or interest of the Directors, the controlling shareholder(s) of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete, directly or indirectly with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

AUDIT COMMITTEE

The Company has set up an audit committee (the "**Committee**") with written terms of reference in compliance with the GEM Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal control of the Group. The Committee comprises three independent non-executive directors of the Company, namely Mr. Lam Wai Yuen, Mr. Cheung Chin Wa, Angus and Ms. Zhou Ying. The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2018 have been reviewed by the Committee, and the Committee was of the opinion that the preparation of such statements complied with the applicable accounting standards and that adequate disclosures have been made.

By Order of the Board

Echo International Holdings Group Limited

Cheng Yeuk Hung

Executive Director

Hong Kong, 12 February 2019

As at the date of this report, the executive Directors are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Mr. Leung Kwok Kuen Jacob, and Mr. Tansri Saridju Benui, the non-executive Directors is Mr. Chan Chun Kit, and the independent non-executive Directors are Mr. Lam Wai Yuen, Mr. Cheung Chin Wa, Angus and Ms. Zhou Ying.

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