

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **EcoGreen Fine Chemicals Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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EcoGreen Fine Chemicals Group Limited

中怡精細化工集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

www.ecogreen.com

(Stock Code: 2341)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of EcoGreen Fine Chemicals Group Limited to be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 20 January 2015 at 11:00 a.m. at which the above proposal will be considered, is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

* for identification purposes only

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DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company from “EcoGreen Fine Chemicals Group Limited” to “EcoGreen International Group Limited” and the adoption of Chinese name “中怡國際集團有限公司” as the dual foreign name of the Company to replace the existing Chinese name of the Company “中怡精細化工集團有限公司” for identification purposes only
“Company”	EcoGreen Fine Chemicals Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 20 January 2015 at 11:00 a.m. for the purpose of considering, and if thought fit, approving the Change of Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	19 December 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.10 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

LETTER FROM THE BOARD



EcoGreen Fine Chemicals Group Limited

中怡精細化工集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

www.ecogreen.com

(Stock Code: 2341)

Executive Directors:

Mr. Yang Yirong
Mr. Gong Xionghui
Ms. Lu Jiahua
Mr. Han Huan Guang
Mr. Lin Zhigang

Registered office:

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

Non-executive Director:

Mr. Feng Tao

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

Suite 3706
37th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Yau Fook Chuen
Mr. Wong Yik Chung, John
Mr. Lau Wang Yip, Derrick

23 December 2014

*To the Shareholders, and for information only,
the holder of options of the Company*

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 19 December 2014 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM regarding the Change of Company Name and to give you a notice of the EGM.

* *for identification purposes only*

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “EcoGreen Fine Chemicals Group Limited” to “EcoGreen International Group Limited” and to adopt Chinese name “中怡國際集團有限公司” as the dual foreign name of the Company to replace the existing Chinese name of the Company “中怡精細化工集團有限公司” for identification purposes only.

CONDITIONS

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (2) the necessary approval of the Registrar of Companies of the Cayman Islands in relation to the Change of Company Name being obtained.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new name and the dual foreign name in the register maintained by the Registrar of Companies of the Cayman Islands. The Registrar of Companies of the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

Since its initial public offering in 2004, the Group has achieved significant progress in most aspects from products, to customers and technology innovation through a decade of development. Apart from its core production of fine chemicals in synthetic aroma chemicals and pharmaceutical intermediates, its business has progressively expanded into other product categories such as natural extracts, safe food ingredients, seasonings and green specialty chemicals. It also has its customer base expended from major international fragrance companies to other multinational consumer product corporations, as well as its market segments extended into several industries with its service region extended from primarily China to all over the world.

To cater for the development of the Company’s business in line with the changes in the external market environment and the needs for sustainable development, the Board has formulated a new development strategy for the coming decade, with the aim of achieving a balanced development for its business in the synthetic aroma and fine chemicals as the core, together with a strengthening businesses of naturals and non-chemicals portfolio. Such a move will enable the Company to proactively adapt to the structural changes in the market demand. To this end, the Group will actively upgrade and transform its business, expand its business scope and reform its business model. It commits to become an international enterprise that provides one-stop solution for customers of various industries in green fine chemicals, naturals and its derivatives, foods and food ingredients.

The Board considers that the Change of the Company Name will demonstrates the Group’s future strategy. And, the new name can also give the Group a new corporate image and identity.

The Board believes that the Change of Company Name will benefit the Group in its future business development, and this will be in the interests of the Group, the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of the Company Name will not affect any rights of the holders of the securities of the Company or the Company's daily business operation and/or its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing certificates of securities for new certificates bearing the new name and dual foreign name of the Company. Should the Change of Company Name become effective, new certificates of securities will be issued only in the new name and dual foreign name of the Company.

The Company will make further announcement(s) as and when appropriate to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for the trading of the shares of the Company on The Stock Exchange of Hong Kong Limited.

EGM

The EGM will be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 20 January 2015 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice of the EGM is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish.

VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The chairman of the EGM will therefore demand a poll for every resolution put to the vote of the EGM pursuant to article 72 of the Articles of Association. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Group, the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

Yours faithfully,
By order of the Board
EcoGreen Fine Chemicals Group Limited
Yang Yirong
Chairman & President

NOTICE OF EXTRAORDINARY GENERAL MEETING



EcoGreen Fine Chemicals Group Limited

中怡精細化工集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

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NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("**Meeting**") of EcoGreen Fine Chemicals Group Limited ("**Company**") will be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 20 January 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"**THAT** the name of the Company be and is hereby changed from "EcoGreen Fine Chemicals Group Limited" to "EcoGreen International Group Limited" and the Chinese name "中怡國際集團有限公司" be and is hereby adopted as the dual foreign name to replace the existing Chinese name of the Company "中怡精細化工集團有限公司" for identification purposes only ("**Change of Company Name**") with effect from the date of entry of the new name and the dual foreign name of the Company on the register maintained by the Registrar of Companies of the Cayman Islands; and any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name."

By order of the Board
EcoGreen Fine Chemicals Group Limited
Yang Yirong
Chairman & President

Hong Kong, 23 December 2014

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:*
Suite 3706
37th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

* *for identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Meeting above (or at any adjournment thereof) is entitled to appoint in written form one or, if he is the holder of two or more shares (“Shares”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“Branch Registrar”) of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Friday, 16 January 2015 to Tuesday, 20 January 2015 (both days inclusive), during which period no transfer of shares will be effected, for the purpose of determining shareholders who are entitled to attend and vote at the Meeting. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Branch Registrar not later than 4:30 p.m. on Thursday, 15 January 2015.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board of Directors of the Company comprises of five executive Directors, namely Mr. Yang Yirong (Chairman), Mr. Gong Xionghui, Ms. Lu Jiahua, Mr. Han Huan Guang and Mr. Lin Zhigang, one non-executive Director, namely Mr. Feng Tao and three independent non-executive Directors, namely Mr. Lau Wang Yip, Derrick, Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John.