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GREEN INTERNATIONAL

Holdings Limited

格林國際控股有限公司

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Green International Holdings Limited (the “**Company**”) will be held at 2 p.m. on 29 January 2015 (Thursday) at Conference Room, 4/F, Silver Valley Villa, 48 Silver Lake Road, Luohu District, Shenzhen, the People’s Republic of China, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

(1) **“THAT:**

- (a) the creation and issue of the Convertible Bonds (as defined in the circular of the Company dated 24 December 2014) by the Company in accordance with the terms and conditions of the Sale and Purchase Agreement (as defined in the circular of the Company dated 24 December 2014) and the terms and conditions of the Convertible Bonds attached thereto be and is hereby approved and confirmed;
- (b) subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in the Conversion Shares (as defined below), the issue and allotment of up to 325,500,000 new ordinary shares of the Company at the conversion price of HK\$0.50 (subject to adjustment) each, which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds (the “**Conversion Shares**”) be and are hereby approved and confirmed;

- (c) any one director of the Company (the “**Director**”) or, if the affixation of the common seal of the Company is necessary, in accordance with the articles of association of the Company, be and is/are hereby authorised for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Sale and Purchase Agreement, the issue of the Convertible Bonds, the allotment and issue of the Conversion Shares and transactions contemplated thereunder and completion thereof as he/she/they may consider necessary, desirable or expedient.”

Yours faithfully,
By order of the Board
Green International Holdings Limited
Yang Wang Jian
Chairman

Hong Kong, 24 December 2014

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the EGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. As at the date of this notice, the executive Directors are Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya and Dr. Yu Qigang; the non-executive Director is Ms. Yu Jiaoli; and the independent non-executive Directors are Mr. Yeung King Wah, Kenneth, Mr. Wu Hong, Mr. Low Chin Sin and Mr. Ye Yunhan.