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**GREEN INTERNATIONAL**

Holdings Limited

格林國際控股有限公司

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格林國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2700)**

**CLARIFICATION ANNOUNCEMENT  
IN RELATION TO THE ANNUAL REPORT OF THE COMPANY  
FOR THE YEAR ENDED 31 DECEMBER 2014**

Reference is made to the annual report (the “**Annual Report**”) of Green International Holdings Limited (the “**Company**”) for the year ended 31 December 2014 published on the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 28 April 2015. Unless otherwise defined, capitalised terms used in this announcement have the same meanings as defined in the Annual Report.

Further to the information disclosed in the Annual Report, The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to clarify and provide information on the Share Option Scheme of the Company to the shareholders of the Company (the “**Shareholders**”) and the public.

**SHARE OPTION SCHEME**

The purpose of the Share Option Scheme is to provide incentive or reward to eligible persons under the Share Option Scheme for their contribution, and continuing efforts to promote the interests of the Company. The Board consider that the Share Option Scheme is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those eligible persons under the Share Option Scheme by way of granting of options.

The eligible persons under the Share Option Scheme include any full-time or part-time employees, directors, suppliers, customers, service providers and consultants of the Company and its subsidiaries (the “**Group**”), who in the absolute discretion of the Board has contributed to the development and growth of the Group.

As at the date of the Annual Report on 30 March 2015, the total number of shares of the Company available for issue under the Share Option Scheme was 55,800,790 shares, representing 2.92% of the number of issued shares of the Company. On 4 September 2015, the Shareholders passed a resolution to refresh the limit imposed under the Share Option

Scheme, pursuant to which (after all the conditions of the said refreshment being satisfied), the Company may grant options to eligible persons under the Share Option Scheme to subscribe for up to 197,245,260 shares, which do not include the options that are outstanding, cancelled or have lapsed as at the date of passing of the relevant resolution. As such, as at the date of this announcement, the total number of shares available for issue under the Share Option Scheme was 253,045,260 shares, representing 12.83% of the number of issued shares of the Company.

The total number of shares to be issued upon exercise of the share options granted under the Share Option Scheme to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the number of shares in issue as at the date of grant. If the Board proposes to grant options to a substantial shareholder or an independent non-executive Director or their respective associates which results in the number of shares to be issued upon exercise of the options granted and to be granted to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the number of shares in issue on the date of grant and having an aggregate value in excess of HK\$5,000,000, based on the closing price of the shares at the date of each grant, such further grant of options shall be subject to the Shareholders' approval in general meeting.

At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The option will be offered for acceptance for a period of 28 days from the date on which the option is granted or for such other period of time as may be determined by the Board. Upon acceptance of an offer, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

The subscription price shall be determined by the Board in its absolute discretion, but must be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date on which the option is offered (the "**Offer Date**"); (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a share of the Company.

The Share Option Scheme shall be valid and effective for a period of 10 years commencing from the date on which the Share Option Scheme was conditionally adopted by the Shareholders on 2 September 2006 and ending on 1 September 2016. The remaining life of the Share Option Scheme as at 31 December 2014 was about 1 year and 8 months.

By Order of the Board  
**Green International Holdings Limited**  
**Yang Wang Jian**  
Chairman

Hong Kong, 13 October 2015

*As at the date of this announcement, the executive Directors are Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya, Dr. Yu Qigang and Ms. Eva Au; 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.*