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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)**

**ANNOUNCEMENT**

- (1) VOTING DOWN OF THE ADJOURNMENT RESOLUTION;**
- (2) POLL RESULTS OF THE ANNUAL GENERAL MEETING;**
- (3) RETIREMENT OF DIRECTOR;**
- (4) RETIREMENT AND RE-APPOINTMENT OF DIRECTORS; AND**
- (5) UPDATE ON THE ADJOURNMENT ANNOUNCEMENT**

The Adjournment Resolution was not passed at the AGM on 30 June 2017. As a result, the AGM proceeded as scheduled in the AGM Notice.

The Board wishes to announce that all the resolutions set out in the AGM Notice, except Resolution Nos. 3(c), 3(e), 3(f) and 3(g), were duly passed by way of poll by the Shareholders at the AGM.

As Resolution No. 3(g) was not passed by Shareholders by way of poll at the AGM, Mr. Wong Ka Wai retired as an independent non-executive Director at the conclusion of the AGM on 30 June 2017.

In accordance with the Articles of Association of the Company, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili retired as independent non-executive Directors at the conclusion of the AGM on 30 June 2017. The Board wishes to announce that immediately after the conclusion of the AGM on 30 June 2017: (1) Mr. Tsoi was re-appointed as an independent non-executive Director, the chairman of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee with immediate effect; (2) Mr. Wang was re-appointed as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with immediate effect; and (3) Ms. Sun was re-appointed as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with immediate effect.

References are made to the notice (the “**AGM Notice**”) and the circular (the “**AGM Circular**”), both dated 31 May 2017, of the 2017 annual general meeting (“**AGM**”) of Green International Holdings Limited (the “**Company**”). Capitalised terms used herein shall have the same meanings as those defined in the AGM Circular unless the context otherwise requires.

## **VOTING DOWN OF THE ADJOURNMENT RESOLUTION**

As explained in the announcement of the Company dated 26 June 2017 in respect of the proposed adjournment of annual general meeting (the “**Adjournment Announcement**”), at the AGM held on 30 June 2017, an ordinary resolution was proposed by the chairman of the meeting to adjourn the AGM and re-convene it at a later time, date and venue to be decided and notified by the Board (the “**Adjournment Resolution**”).

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Details of the poll result in respect of the Adjournment Resolution were as follows:

<b>Ordinary Resolution</b>	<b>Number of Votes (%)</b>	
	<b>For</b>	<b>Against</b>
To adjourn the AGM and re-convene it at a later time, date and venue to be decided and notified by the Board	671 (0.0004%)	175,080,000 (99.9996%)

As more than 50% of the votes were cast against the Adjournment Resolution, the Adjournment Resolution was not passed as an ordinary resolution of the Company. As a result, the AGM proceeded as scheduled in the AGM Notice.

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board wishes to announce that all the resolutions set out in the AGM Notice, except Resolution Nos. 3(c), 3(e), 3(f) and 3(g), were duly passed by way of poll by the Shareholders at the AGM. Details of the poll result in respect of the resolutions set out in the AGM Notice and proposed at the AGM were as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2016.	318,620,671 (100.00%)	0 (0.00%)
2.	To appoint McMillan Woods SG CPA Limited as auditor of the Company and to authorize the Board to fix its remuneration.	318,620,671 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	(a) To re-elect Mr. Zeng Xiang Di as an executive Director.	227,160,671 (71.30%)	91,460,000 (28.71%)
	(b) To re-elect Ms. Yu Jiaoli as a non-executive Director.	227,160,671 (71.30%)	91,460,000 (28.71%)
	(c) To re-elect Ms. Ng Hui Yee Ethel as a non-executive Director.	N/A (Note)	N/A (Note)
	(d) To re-elect Mr. Wu Hong as an independent non-executive Director.	227,160,671 (71.30%)	91,460,000 (28.71%)
	(e) To re-elect Mr. Low Chin Sin as an independent non-executive Director.	N/A (Note)	N/A (Note)
	(f) To re-elect Mr. Ye Yunhan as an independent non-executive Director.	N/A (Note)	N/A (Note)
	(g) To re-elect Mr. Wong Ka Wai as an independent non-executive Director.	87,220,671 (27.37%)	231,400,000 (72.63%)
	(h) To authorise the Board to fix the remuneration of the Directors.	318,620,671 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors 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 this resolution.	318,620,671 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	318,620,671 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	318,620,671 (100.00%)	0 (0.00%)

*Note:* As Mr. Low Chin Sin, Mr. Ye Yunhan and Ms. Ng Hui Yee Ethel have already resigned as Directors, Resolution Nos. 3(c), 3(e) and 3(f) as stated in the AGM Notice regarding their re-election were not put to vote at the AGM.

As more than 50% of the votes were cast in favour of each of Resolutions Nos. 1, 2, 3(a), 3(b), 3(d), 3(h), 4, 5 and 6, Resolution Nos. 1, 2, 3(a), 3(b), 3(d), 3(h), 4, 5 and 6 were duly passed as ordinary resolutions of the Company. As more than 50% of the votes were cast against Resolution No. 3(g), Resolution No. 3(g) was not passed as an ordinary resolution of the Company.

As at the date of the AGM, the total number of issued Shares was 1,972,452,606 Shares, representing the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Listing Rules. There were no Shareholders who are required under the Listing Rules to abstain from voting at the AGM.

## **RETIREMENT OF DIRECTOR**

As Resolution No. 3(g) was not passed by Shareholders by way of poll at the AGM, Mr. Wong Ka Wai retired as an independent non-executive Director at the conclusion of the AGM on 30 June 2017.

## **RETIREMENT AND RE-APPOINTMENT OF DIRECTORS**

Mr. David Tsoi (“**Mr. Tsoi**”), Mr. Wang Chunlin (“**Mr. Wang**”) and Ms. Sun Zhili (“**Ms. Sun**”) were appointed as independent non-executive Directors on 12 June 2017. In accordance with the Articles of Association of the Company, Mr. Tsoi, Mr. Wang and Ms. Sun shall hold office only until the next following annual general meeting of the Company. Since their appointment took place after the publication of the AGM Notice and the dispatch of the AGM Circular, no resolution was proposed at the AGM Notice for their re-election at the AGM. As a result, Mr. Tsoi, Mr. Wang and Ms. Sun retired as independent non-executive Directors at the conclusion of the AGM on 30 June 2017.

The Board wishes to announce that immediately after the conclusion of the AGM on 30 June 2017:

1. Mr. Tsoi was re-appointed as an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company, and a member of the nomination committee (the “**Nomination Committee**”) of the Company with immediate effect.
2. Mr. Wang was re-appointed as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with immediate effect.
3. Ms. Sun was re-appointed as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with immediate effect.

The biographical details of Mr. Tsoi, Mr. Wang and Ms. Sun (the “**Re-appointed Directors**”) are as follows:

**Mr. Tsoi**, aged 69, is a director of Alliot, Tsoi CPA Limited. Mr. Tsoi obtained a master’s degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in 1986. He is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants, a chartered certified accountant registered with the Association of Chartered Certified Accountants, and a chartered professional accountant and certified general accountant certified by the Chartered Professional Accountants of British Columbia, Canada. He is also registered as a certified tax adviser with The Taxation Institute of Hong Kong. Mr. Tsoi is a fellow of The Institute of Chartered Accountants in England and Wales, a fellow member of The Society of Chinese Accountants & Auditors, and a fellow member of CPA Australia. He was formerly an independent non-executive director of CRRC Corporation Limited (formerly known as CSR Corporation Limited) (stock code: 1766). Mr. Tsoi is currently an independent non-executive director of MelcoLot Limited (stock code: 8198), Enviro Energy International Holdings Limited (stock code: 1102), Guru Online (Holdings) Limited (stock code: 8121), VPower Group International Holdings Limited (stock code: 1608) and Universal Technologies Holdings Limited (stock code: 1026), the shares of which are all listed on the Stock Exchange.

**Mr. Wang**, aged 53, graduated from the University of International Business and Economics in Beijing in 1986 and has since attained a master’s degree in business administration from Murdoch University in Australia and a master’s degree in International Shipping and Transport Logistics from The Hong Kong Polytechnic University. Mr. Wang has occupied management roles in large enterprises such as Sinotrans Group and IMC Group. He was formerly an independent non-executive director of Honghua Group Limited (stock code: 196) and an executive director of Pacific Basin Shipping Limited (stock code: 2343), the shares of which are listed on the Stock Exchange.

**Ms. Sun**, aged 49, obtained a bachelor’s degree from Nanjing Normal University and a master’s degree from the University of Houston. Ms. Sun has extensive experience in the corporate finance and investment banking field, including experience in corporate governance, mergers and acquisitions and investor relation management. Ms. Sun is currently an independent non-executive director of Century Ginwa Retail Holdings Limited (a company listed on the Stock Exchange with stock code: 162) and a responsible officer of Taiping Capital Limited, a company licensed to carry on Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance. Ms. Sun was previously a director of Convoy Capital Hong Kong Limited, a vice president of Bosideng International Holdings Limited (a company listed on the Stock Exchange with stock code: 3998) and an executive director and chief financial officer of China Mass Media Corporation (a company listed on the New York Stock Exchange).

In respect of the Re-appointed Directors, (a) there is no service contract and fixed term of service between the Company and each of the Re-appointed Directors; (b) each of the Re-appointed Directors will hold office until the next general meeting and be eligible for re-election, and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Articles of Association; and (c) as determined by the Remuneration Committee and the Board, the remuneration of each of the Re-appointed Directors is HK\$15,000 per month.

Each of the Re-appointed Directors confirmed to the Company that save as disclosed above: (a) he/she does not hold any other positions in the Company and its subsidiaries; (b) he/she does not and did not hold any directorship in other public listed companies in Hong Kong or overseas in the last three years; (c) he/she does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (as those terms are defined in the Listing Rules); and (d) he/she does not have any interest or deemed interest in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the SFO. Save as disclosed above, there is no other information relating to Re-appointed Directors that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there is no other matter in relation to their re-appointment that needs to be brought to the attention of the Shareholders and the Stock Exchange.

#### **UPDATE ON THE ADJOURNMENT ANNOUNCEMENT**

As the Adjournment Resolution was voted down by Shareholders at the AGM and the AGM proceeded as scheduled in the AGM Notice, no supplementary circular, revised notice of annual general meeting or revised form of proxy will be published or dispatched.

By Order of the Board  
**Green International Holdings Limited**  
**Zeng Xiang Di**  
*Chief Executive Officer*

Hong Kong, 30 June 2017

*As at the date of this announcement, the executive Directors are Dr. Yu Qigang (Chairman), Mr. Zeng Xiang Di (Chief Executive Officer), Mr. Yang Wang Jian, Mr. Chen Hanhong and Ms. Eva Au; the non-executive Director is Ms. Yu Jiaoli; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili.*