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**GREEN INTERNATIONAL**  
Holdings Limited  
格林國際控股有限公司

**JUMBO FAITH  
INTERNATIONAL LIMITED**  
偉信國際有限公司  
*(incorporated in the  
British Virgin Islands  
with limited liability)*

**GREEN INTERNATIONAL  
HOLDINGS LIMITED**  
格林國際控股有限公司  
*(incorporated in the  
Cayman Islands  
with limited liability)*  
**(Stock code: 2700)**

**JOINT ANNOUNCEMENT**

**DISPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO  
THE UNCONDITIONAL MANDATORY CASH OFFERS BY  
ASTRUM CAPITAL MANAGEMENT LIMITED ON BEHALF OF  
JUMBO FAITH INTERNATIONAL LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES AND  
ALL THE OUTSTANDING CONVERTIBLE BONDS OF  
GREEN INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE AGREED TO BE ACQUIRED BY  
JUMBO FAITH INTERNATIONAL LIMITED) AND  
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF  
GREEN INTERNATIONAL HOLDINGS LIMITED**

**Financial adviser to Jumbo Faith International Limited**



References are made to (i) the announcement dated 1 February 2019 jointly issued by Green International Holdings Limited (the “**Company**”) and Jumbo Faith International Limited (the “**Offeror**”) in relation to, among other things, the Relevant Transactions and the Offers; (ii) the announcement dated 3 April 2019 jointly issued by the Company and the Offeror in relation to, among other things, the Subscription Completion; and (iii) the composite offer and response document dated 10 April 2019 (the “**Composite Document**”) jointly issued by the Company and the Offeror in relation to the Offers. Unless the context otherwise requires, capitalized terms in this announcement shall have the same meanings as defined in the Composite Document.

## **DISPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, together with the Forms of Acceptance, containing, among other things, (i) information relating to the Group, the Offeror and the Offers (including the expected timetable); (ii) the letter from Astrum containing, among other things, details of the Offers; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its recommendation to the Offer Shareholders, Optionholders and Offer CB Holders in respect of the terms of the Offers and as to the acceptance of the Offers; and (v) the letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in relation to the terms of the Offers and as to the acceptance of the Offers, has been dispatched to the Offer Shareholders, Optionholders and Offer CB Holders on 10 April 2019 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE**

The expected timetable of the Offers set out below is indicative and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all time and dates refer to Hong Kong local time and dates.

**2019**

Dispatch date of the Composite Document and the Forms of Acceptance and the commencement date of the Offers <sup>(Note 1)</sup> .....	Wednesday, 10 April
Latest time and date for acceptance of the Offers <sup>(Notes 2 and 4)</sup> .....	4:00 p.m. on Thursday, 2 May
Closing Date <sup>(Notes 2 and 4)</sup> .....	Thursday, 2 May

Announcement of the results of the Offers as at  
the Closing Date to be posted on the website  
of the Stock Exchange <sup>(Note 2)</sup> ..... No later than 7:00 p.m. on  
Thursday, 2 May

Latest date for posting of remittances in respect  
of valid acceptances received under the Offers <sup>(Notes 3 and 4)</sup> .... Tuesday, 14 May

*Notes:*

1. The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until the Closing Date. Acceptances of the Offers shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed “7. Right of Withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Thursday, 2 May 2019. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on Thursday, 2 May 2019 stating whether the Offers have been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offers and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offers are closed to those Offer Shareholders, Optionholders and Offer CB Holders who have not accepted the Offers.
3. Remittances in respect of the cash consideration payable for the Offer Consolidated Shares, the Adjusted Convertible Bonds or the Adjusted Share Options tendered under the Offers will be dispatched to the accepting Offer Shareholders, accepting Offer CB Holders or accepting Optionholders by ordinary post at their own risk as soon as possible but in any event within 7 Business Days after the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.
4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the Closing Date, the time and date of the close of the Offers will remain at 4:00 p.m. on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Closing Date, the time and date of the close of the Offers will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve.

Save as mentioned above, if the latest time for the acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Offer Shareholders, Optionholders and Offer CB Holders by way of announcement(s) of any change in the expected timetable as soon as possible.

## **WARNING**

**THE OFFERS ARE UNCONDITIONAL IN ALL RESPECTS. THE DIRECTORS MAKE NO RECOMMENDATION AS TO THE FAIRNESS OR REASONABLENESS OF THE OFFERS OR AS TO THE ACCEPTANCE OF THE OFFERS IN THIS JOINT ANNOUNCEMENT, AND STRONGLY RECOMMEND THE OFFER SHAREHOLDERS, OPTIONHOLDERS AND OFFER CB HOLDERS NOT TO FORM A VIEW ON THE OFFERS UNLESS AND UNTIL THEY HAVE RECEIVED AND READ THE COMPOSITE DOCUMENT, INCLUDING THE LETTER FROM THE INDEPENDENT BOARD COMMITTEE AND THE LETTER FROM THE INDEPENDENT FINANCIAL ADVISER.**

**SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY AND IF THEY ARE IN DOUBT ABOUT THEIR POSITIONS, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.**

For and on behalf of  
**Jumbo Faith International Limited**  
**Zhou Cuiqiong**  
*Sole Director*

By order of the Board  
**Green International Holdings Limited**  
**Liu Dong**  
*Executive Director*

Hong Kong, 10 April 2019

*As at the date of this joint announcement, the executive Directors are Mr. Yu Qigang (Chairman), Mr. Chen Hanhong and Mr. Liu Dong; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi and Mr. Wang Chunlin.*

*As at the date of this joint announcement, the sole director of the Offeror is Ms. Zhou Cuiqiong.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*