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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 Conference Room, Suite 2102, 21/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 11 November 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) in their nil-paid and fully-paid forms; and (ii) the filing and registration of all documents relating to the Rights Issue (as defined below) required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of Laws of Hong Kong):

- (a) the entering into and the terms and conditions of the underwriting agreement (the “**Underwriting Agreement**”, a copy of which has been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification) dated 25 September 2020 entered into between the Company and Green Securities Limited (the “**Underwriter**”) in relation to the Rights Issue (as defined below) and the transactions contemplated thereunder (including the underwriting of the Rights Shares by the Underwriter on a best effort basis) be and are hereby approved, confirmed and ratified;
- (b) the issue by way of rights issue (the “**Rights Issue**”) of up to 1,649,736,733 Shares in the Company (the “**Rights Shares**”) at the subscription price of HK\$0.060 per Rights Share to the shareholders of the Company (the “**Shareholders**”) whose names shall appear on the register of members of the Company (the “**Qualifying Shareholders**”)

on the date as the Company and the Underwriter may agree as the record date for determination of the entitlements of the Shareholders to the Rights Issue (the “**Record Date**”), excluding those Shareholders whose addresses on the register of members of the Company are outside Hong Kong on the Record Date and who are considered necessary or expedient by the directors of the Company (the “**Directors**”) to be excluded from the Rights Issue after making enquiries regarding any applicable securities or other laws or regulations of any territory or jurisdiction (the “**Non-Qualifying Shareholders**”), on the basis of one (1) Rights Share for every one (1) existing Share held on the Record Date and pursuant to the terms and conditions as set out in the Underwriting Agreement, be and is hereby approved;

- (c) the Directors be and are hereby authorized to issue and allot the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (i) the Rights Shares may be offered, allotted or issued otherwise than *pro rata* to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorized to make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of any applicable jurisdiction and/or any rules or regulations of any recognized regulatory body or stock exchanges; and (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares; and
- (d) any one Director be and is hereby authorised to do all such acts and things, including to sign and execute all such documents and to take such steps as such Director in his absolute discretion considers necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

By order of the Board
Green International Holdings Limited
Yu Qigang
Chairman

Hong Kong, 23 October 2020

Registered office:

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Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

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200 Connaught Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy needs not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
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 authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before (i.e. Monday, 9 November 2020 at 11:00 a.m.) the time fixed for holding of the EGM.
4. The register of members of the Company will be closed from Thursday, 5 November 2020 to Wednesday, 11 November 2020 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining shareholders who are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 4 November 2020.
5. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all resolutions to be proposed at the EGM convened by this notice will be voted on by way of poll.
7. As at the date of this notice, the executive Directors are Mr. Yu Qigang (Chairman), Mr. Liu Dong and Mr. Yu Xiangjin; the non-executive Directors are Mr. Chen Hanhong and Mr. Yu Zhoujie; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi and Mr. Wang Chunlin.