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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Green International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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)

(1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 3:00 p.m. on 5 June, 2015, at Conference Room, Suite 3007-08, 30/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong is set out on pages 15 to 20 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed with this circular. Such form of proxy are also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you intend to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meetings if you wish in which event the relevant form(s) of proxy shall be deemed revoked.

29 April, 2015

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Conference Room, Suite 3007-08, 30/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, on 5 June, 2015 at 3:00 p.m., notice of which is set out on pages 15 to 20 of this circular
“Annual Report 2014”	the annual report of the Company for the year ended 31 December 2014
“Articles of Association”	the articles of association of the Company as may be amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Green International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2700)
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April, 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the relevant period up to 20% of the aggregated nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Share Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to repurchase fully paid up Shares during the relevant period up to 10% of the aggregated nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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

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)

Executive Directors:

Dr. Yang Wang Jian (*Chairman*)
Mr. Wong Man Keung (*Chief Executive Officer*)
Ms. Yang Jun
Mr. Chen Hanhong
Ms. Yang Ya
Dr. Yu Qigang

Non-executive Director:

Ms. Yu Jiaoli

Independent non-executive Directors:

Mr. Yeung King Wah, Kenneth
Mr. Wu Hong
Mr. Low Chin Sin
Mr. Ye Yunhan

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business:

Suite 3007-08, 30/F
West Tower, Shun Tak Centre
200 Connaught Road Central
Hong Kong

29 April, 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding, inter alia, (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of Directors; and (iv) the notice of AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Resolutions will be proposed at the AGM to seek the approval of the Shareholders to:

- (i) grant to the Directors the Share Issue Mandate to allot, issue and otherwise deal with new Shares with an aggregate nominal amount up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed ordinary resolution at the AGM;
- (ii) grant to the Directors the Share Repurchase Mandate to repurchase issued and fully paid up Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed ordinary resolution at the AGM; and
- (iii) subject to passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the Share Issue Mandate by adding to it a nominal amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

Such general mandates will continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders of the Company in a general meeting.

On the basis of 1,972,452,606 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Share Issue Mandate and the Share Repurchase Mandate are passed at the AGM, and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 394,490,521 Shares under the Share Issue Mandate and repurchase a maximum of 197,245,260 Shares under the Share Repurchase Mandate.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, the Company is required to provide you with the requisite information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Share Repurchase Mandate. An explanatory statement for such purpose is contained in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of 6 executive Directors, namely Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya and Dr. Yu Qigang, 1 non-executive Director, namely Ms. Yu Jiaoli, and 4 independent non-executive Directors, namely Mr. Yeung King Wah, Kenneth, Mr. Wu Hong, Mr. Low Chin Sin and Mr. Ye Yunhan.

Pursuant to article 87 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Yeung King Wah, Kenneth and Mr. Low Chin Sin shall retire by rotation at the AGM. Mr. Wong Man Keung and Ms. Yang Jun, being eligible, will offer themselves for re-election as an executive Director at the AGM. Mr. Yeung King Wah, Kenneth and Mr. Low Chin Sin, being eligible, will offer themselves for re-election as an independent non-executive Director at the AGM. Each of Mr. Yeung King Wah, Kenneth and Mr. Low Chin Sin has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that each of Mr. Yeung King Wah, Kenneth and Mr. Low Chin Sin meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

4. AGM

Set out on pages 15 to 20 of this circular is the notice of the AGM to be held at Conference Room, Suite 3007-08, 30/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 5 June, 2015 at 3:00 p.m. A form of proxy is enclosed with this circular for use at the AGM. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meetings, as the case may be. Completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that (a) the grant of the Share Issue Mandate and the Share Repurchase Mandate and the extension of the Share Issue Mandate; and (b) the re-election of the retiring Directors as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. GENERAL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Share Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds from the Company's general working capital which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

An exercise of the proposed Share Repurchase Mandate in full during the proposed repurchase period could have a material adverse impact on the working capital and/or gearing position of the Company compared with that of 31 December 2014, being the date of its latest published audited consolidated accounts.

The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$19,724,526 divided into 1,972,452,606 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 197,245,260 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and based on the register kept by the Company under section 336 of the SFO, the following Shareholders held 5% or more of the issued share capital of the Company:

Name of Shareholders	Number of shares held	Approximate % as at the Latest Practicable Date	% Shareholding if Share Repurchase Mandate is exercised in full
Gold Bless International Invest Limited <i>(Note i)</i>	987,697,627	50.07%	55.64%
Yang Wang Jian <i>(Note i)</i>	987,697,627	50.07%	55.64%

APPENDIX I**EXPLANATORY STATEMENT ON
THE SHARE REPURCHASE MANDATE**

Name of Shareholders	Number of shares held	Approximate % as at the Latest Practicable Date	% Shareholding if Share Repurchase Mandate is exercised in full
Tan Li (<i>Note ii</i>)	987,697,627	50.07%	55.64%
Yu Qigang (<i>Note iii</i>)	148,154,644	7.51%	8.35%
Zhou Cuiqiong (<i>Note iii</i>)	148,154,644	7.51%	8.35%

Notes:

- (i) These are 987,697,627 shares are beneficially owned by Gold Bless International Invest Limited (“Gold Bless”), a company of which 85% of its share capital is owned by Dr. Yang Wang Jian. Therefore, Dr. Yang Wang Jian is deemed to be interested in such shares pursuant to Part XV of the SFO. Dr. Yang Wang Jian is the sole director of Gold Bless.
- (ii) Ms. Tan Li is the spouse of Dr. Yang Wang Jian, therefore, pursuant to Part XV of the SFO, Ms. Tan Li is also deemed to be interested in all of the Shares which Dr. Yang Wang Jian is interested in.
- (iii) Dr. Yu Qigang owns the entire issued share capital of Winning Top Investments Limited which is in turn interested in 15% of the issued share capital of Gold Bless. Dr. Yu Qigang was therefore effectively interested in approximately 7.51% of the existing issued share capital of the Company. Ms. Zhou Cuiqiong is the spouse of Dr. Yu Qigang, therefore, pursuant to Part XV of the SFO, Ms. Zhou Cuiqiong was also deemed to be effectively interested in approximately 7.51% of the existing issued share capital of the Company.

On the basis that (1) both the issued share capital of the Company and the shareholding interest of Gold Bless remain unchanged immediately prior to the full exercise of the Share Repurchase Mandate; and (2) the number of Shares held by Gold Bless remain unchanged before and after the full exercise of the Share Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the shareholding interest of Gold Bless would be increased to approximately 55.64% of the total issued share capital of the Company. As the aggregate shareholding in the Company held by Gold Bless exceeds 50%, exercise of the Share Repurchase Mandate should, subject to the specific circumstances in the particular case, not result in a mandatory offer obligation upon Gold Bless, Dr. Yang Wang Jian and Ms. Tan Li under Rule 26 of the Takeovers Code. Furthermore, the Directors do not intend to exercise the Share Repurchase Mandate to an extent or which will reduce the aggregate amount of the share capital of the Company in public hands below 25% of the issued share capital of the Company, being the minimum public float requirement of the Stock Exchange.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Share Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorized to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 13 months immediately prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
April	1.300	0.910
May	1.150	0.658
June	0.965	0.688
July	0.770	0.627
August	0.990	0.450
September	0.610	0.455
October	0.490	0.415
November	0.780	0.470
December	0.700	0.450
2015		
January	0.570	0.340
February	0.390	0.255
March	0.440	0.260
April (up to the Latest Practicable Date)	0.360	0.186

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. Wong Man Keung, aged 47, is a member of Certified Management Accountant of Australia, was appointed as an executive Director and Chief Executive Officer of the Company on 7 November 2011 and was appointed as Acting Chairman of the Board on 8 November 2012. He ceased to act as Acting Chairman of the Board on 5 September 2013. He was also appointed as directors of several of the Company's subsidiaries. He has over 25 years of experience in direct investment, commercial banking and manufacturing in the PRC. He has also served as the senior management member of various light and heavy manufacturing companies based in the PRC and overseen the finance and the production departments. Prior to that, he worked in the commercial banking division of a financial institution for approximately 15 years.

Mr. Wong Man Keung has entered into a service agreement with the Company for a term of 3 years commencing from 7 November 2014, which could be terminated by either party by giving not less than 3 month's prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every 3 years pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$960,000 and a discretionary bonus, which is determined by the Board with reference to his duties and responsibilities within the Group, the Group's performance and the prevailing market condition.

Ms. Yang Jun, aged 31, was appointed as an executive Director on 7 November 2011. She was also appointed as directors of several of the Company's subsidiaries. She was previously the financial controller of GEV Investments (Hong Kong) Limited, managing advisory services for valuation and strategic planning. She held various senior positions in the financing and banking industry field. She performed as assistant manager in Citibank Singapore and senior financial analyst in Royal Bank of Scotland and was in charge of the Singapore, international and NRI business. She holds a bachelor's degree in business (economics and finance) with high distinction awarded by RMIT University, Australia. She is a daughter of Dr. Yang Wang Jian, an executive Director and Chairman of the Board, and a sister of Ms. Yang Ya, an executive Director.

Ms. Yang Jun has entered into a service agreement with the Company for a term of 3 years commencing from 7 November 2014, which could be terminated by either party by giving not less than 3 months' prior notice in writing to the other party. Her appointment is subject to retirement by rotation and re-election by the Shareholders at least once every 3 years pursuant to the Articles of Association. She is entitled to an annual remuneration of HK\$540,000 and a discretionary bonus, which is determined by the Board with reference to her duties and responsibilities within the Group, the Group's performance and the prevailing market condition.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yeung King Wah, Kenneth, aged 56, was appointed as an independent non-executive Director on 7 November 2011. He is the founder of Yeung and Co., Chartered Accountants, a firm of registered auditors based in the United Kingdom, and China Consulting Consortium Ltd. He has over 20 years of experience in auditing, taxation, corporate finance, treasury, financial consulting and management gained from working in Europe and the Asia Pacific region. He is a fellow member of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Chartered Institute of Taxation in the United Kingdom and a full member of the Association of Corporate Treasurers in the United Kingdom. He was a director of EC Venture Ltd, Azure Management Consulting Ltd, ILS (Far East) Ltd, ILS (China) Ltd and Tendpress Ltd. He is currently a director of MTL Asia Limited, K&M Nominees Ltd and China Consulting Consortium Ltd. He was an independent non-executive director of Pizu Group Holdings Limited (formerly known as China Electric Power Technology Holdings Limited) (Stock code: 8053), a company listed on the Growth Enterprise Market of the Stock Exchange, from 1 August 2007 to 14 December 2012 and was an independent non-executive director of eForce Holdings Limited (Stock code: 943), a company listed on the Main Board of the Stock Exchange, from 3 July 2007 to 1 December 2011.

Mr. Yeung King Wah, Kenneth has entered into a letter of appointment with the Company for a term of 1 year commencing from 7 November 2014, which could be terminated by either party by giving not less than 1 month's prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every 3 years pursuant to the Articles of Association. He is entitled to an annual director's fee of HK\$120,000.

Mr. Low Chin Sin, aged 54, was appointed as an independent non-executive Director on 15 November 2012. He is the founder of Thico Ltd. He is currently the managing director of Thico Ltd., which is an importer and distributor of food supplements. He has over 21 years of experience in direct marketing business. He held a position as operation manager for YMM Sun Chlorella Malaysia Sdn. Bhd. from 1985 to 1986. He joined Win Win Direct Sales (HK) Ltd. as general manager from 1986 to 1989. He joined Media Master Holdings Limited as a consultant from 2009 to 2010. He graduated from The University of Windsor, Canada with Bachelor of Commerce (honour) in business administration.

Mr. Low Chin Sin has entered into a letter of appointment with the Company for a term of one year commencing from 5 September 2014, which could be terminated by either party by giving not less than 1 month's prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every 3 years pursuant to the Articles of Association. He is entitled to an annual director's fee of HK\$120,000.

Save as disclosed above and any information set out in the Annual Report 2014, 1) no Director held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; 2) no Director has any relationship with other Directors, senior management, substantial or controlling shareholders of the Company; 3) save as disclosed in the paragraph headed “Effect of the Takeovers Code” in Appendix I to this circular, no Director had interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO; and 4) all the Directors have confirmed that there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with his/her re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Green International Holdings Limited (the “**Company**”) will be held at Conference Room, Suite 3007-08, 30/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 5 June, 2015, at 3:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

AS ORDINARY BUSINESS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2014;
2. to appoint McMillan Woods SG CPA Limited as the auditor of the Company and to authorize the board of directors of the Company (the “**Board**”) to fix its remuneration;
3.
 - (a) to re-elect Mr. Wong Man Keung as an executive Director;
 - (b) to re-elect Ms. Yang Jun as an executive Director;
 - (c) to re-elect Mr. Yeung King Wah, Kenneth as an independent non-executive Director;
 - (d) to re-elect Mr. Low Chin Sin as an independent non-executive Director; and
 - (e) to authorize the Board to fix the remuneration of the Directors;

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

4. **“THAT:**
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including securities convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time;
 - (iii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company;

shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that day (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (c) the aggregate nominal amount of the shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT**, subject to the passing of Resolutions 4 and 5 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution.”

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

Hong Kong, 29 April, 2015

Principal place of business:
Suite 3007-08, 30/F
West Tower, Shun Tak Centre
200 Connaught Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs 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 or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a 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 forthcoming annual general meeting on 5 June 2015 is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) 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 registrars of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting 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 annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. 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.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.