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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 (the “Company”), 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 REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at 3 p.m. on 4 September, 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 7 to 8 of this circular. A form of proxy for use by the shareholders at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend the EGM, 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 EGM 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.

14 August 2015

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## DEFINITIONS

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

“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)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary 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 4 September 2015 at 3 p.m., notice of which is set out in the EGM Notice
“EGM Notice”	the notice convening the EGM set out in this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 August 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
“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

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## DEFINITIONS

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“Scheme Mandate Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme on 2 September 2006, which may be renewed or refreshed pursuant to the rules of the Share Option Scheme but shall not exceed 30% of the shares in issue as at the date of approval of the proposed renewal/refreshment by the Shareholders
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme currently in force and adopted by the Company on 2 September 2006
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*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  
Ms. Eva Au

*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

14 August 2015

*To the Shareholders*

Dear Sir or Madam,

#### **(1) PROPOSED REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to inform you of the EGM which will be held at Conference Room, Suite 3007-08, 30/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 4 September 2015 at 3 p.m. and also provide you with information in relation to the resolution to be proposed at the EGM and to seek the Shareholders' approval to refresh the Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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### REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to a written resolution passed on 2 September 2006.

The existing Scheme Mandate Limit is 65,800,790 Shares, representing 10% of the Shares in issue as at 12 April 2012, being the date on which the then Shareholders passed the relevant resolution to refresh the Scheme Mandate Limit. Since the refreshment of the Scheme Mandate Limit on 12 April 2012, and as at the Latest Practicable Date, a total of 65,800,000 options were granted of which 8,000,000 were exercised, 2,000,000 options were lapsed and cancelled and 55,800,000 options remained outstanding. Accordingly, the Company is permitted to grant further options to subscribe for 790 Shares under the existing Scheme Mandate Limit, being approximately 0.00004% of the issued share capital of the Company as at the Latest Practicable Date.

Subject to the approval of the Shareholders at the EGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be renewed so that the total number of Shares in respect of which options may be granted under the Share Option Scheme under the Scheme Mandate Limit as renewed must not exceed 10% of the total number of Shares in issue as at the date of the approval by the Shareholders. Options previously granted under the Share Option Scheme, whether outstanding, cancelled or lapsed in accordance with its applicable rules or already exercised, will not be counted for the purpose of calculating the limit as renewed.

If the Scheme Mandate Limit is renewed, on the basis of 1,972,452,606 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the EGM, the Company will be allowed to grant options 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 EGM.

The maximum limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme must not exceed such number of Shares as shall represent 30% of the Shares in issue from time to time. No options under the Share Option Scheme may be granted if such grant will result in this 30% limit being exceeded.

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## LETTER FROM THE BOARD

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The purpose of the Share Option Scheme is to provide incentive and reward the Directors and employees of the Company and its subsidiaries for the long-term interests of the Company and to align their interests with those of the Shareholders. In order to achieve the purpose of the Share Option Scheme for the benefits of the Company and the Shareholders, the Board proposes to refresh the Scheme Mandate Limit. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as it provides more flexibility for the Company to provide incentive to encourage the participants to perform their best in achieving the goals of the Company and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

The refreshment of the Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution by way of poll pursuant to the Listing Rules to approve the refreshment of the Scheme Mandate Limit at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, any new Shares (representing a maximum of 10% of the Shares in issue as at the date of approval of the resolution at the EGM) which may fall to be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in any Shares to be issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit.

### EGM

Set out on pages 7 to 8 of this circular is the notice of the EGM to be held at Conference Room, Suite 3007-08, 30/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 4 September, 2015 at 3 p.m.. A form of proxy is enclosed with this circular for use at the EGM. 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 share registrar in Hong Kong, Tricor Investor Services Limited at 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 EGM 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 the resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the poll results of the EGM. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the EGM.

### RECOMMENDATION

The Board considers that the proposed refreshment of the Scheme Mandate Limit as set out in the EGM Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

### 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.

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



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## NOTICE OF EGM

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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)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) 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 4 September 2015, at 3 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted by the Company on 2 September 2006 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10 per cent. (10%) of the number of Shares in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 14 August 2015

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## NOTICE OF EGM

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*Principal place of business:*

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM 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 registrar 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 EGM 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 EGM 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, 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.