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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 Thursday, 7 June 2018, at Conference Room, Suite 2208–09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong is set out on pages 13 to 16 of this circular. A form of proxy for use by the shareholders at the AGM 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 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.

30 April 2018

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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 2208–09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, on Thursday, 7 June 2018 at 3:00 p.m., notice of which is set out on pages 13 to 16 of this circular
“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 the 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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Friday, 27 April 2018, 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
“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“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

## DEFINITIONS

“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 additional Shares representing up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in Resolution 4 of the notice of the AGM
“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 representing up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in Resolution 5 of the notice of the AGM
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“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:*

Mr. Yu Qigang (*Chairman*)  
Mr. Zeng Xiangdi (*Chief Executive Officer*)  
Mr. Yang Wang Jian  
Mr. Chen Hanhong  
Ms. Eva Au

*Registered office:*

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

*Non-executive Director:*

Ms. Yu Jiaoli

*Principal place of business in Hong Kong:*

Suite 2208-09,  
22/F West Tower,  
Shun Tak Centre  
200 Connaught Road  
Central  
Hong Kong

*Independent non-executive Directors:*

Mr. Wu Hong  
Mr. David Tsoi  
Mr. Wang Chunlin  
Ms. Sun Zhili

30 April 2018

*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 the 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 representing up to a maximum of 20% 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 representing up to a maximum of 10% 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 the passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the Share Issue Mandate by adding to it the Shares repurchased by the Company pursuant to the Share Repurchase Mandate, provided that such extended amount shall not exceed 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution.

Such general mandates will continue in force from the passing of the relevant resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company unless the authority is renewed either conditionally or unconditionally at such meeting; or (ii) the revocation or variation of the authority by an ordinary resolution of the shareholders of the Company in general meeting.

On the basis of 2,257,452,606 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 451,490,521 Shares under the Share Issue Mandate and repurchase a maximum of 225,745,260 Shares under the Share Repurchase Mandate.

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 five executive Directors, namely Mr. Yu Qigang, Mr. Zeng Xiangdi, Mr. Yang Wang Jian, Mr. Chen Hanhong and Ms. Eva Au, one non-executive Director, namely Ms. Yu Jiaoli, and four independent non-executive Directors, namely Mr. Wu Hong, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili.

## LETTER FROM THE BOARD

Pursuant to Article 87(1) 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, 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. Pursuant to Article 87(2) of the Articles of Association, any Director appointed by the Directors either to fill a casual vacancy on the Board or as an addition to the existing Board shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Mr. Yu Qigang, Mr. Yang Wang Jian, Mr. Chen Hanhong and Ms. Eva Au will retire by rotation and hold office until the conclusion of the AGM. As the Company was already notified by Ms. Eva Au that she has decided not to offer herself for re-election at the AGM, only Mr. Yu Qigang, Mr. Yang Wang Jian and Mr. Chen Hanhong (collectively, the “**Re-electing Directors**”) will participate in the re-election at the AGM. The Board was notified by each of the Re-electing Directors that he will offer himself for re-election at the AGM.

Details of the Re-electing Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

#### **4. AGM**

Set out on pages 13 to 16 of this circular is the notice of the AGM to be held at Conference Room, Suite 2208–09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 7 June 2018 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.

#### **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 Re-electing 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.

## LETTER FROM THE BOARD

### 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 the 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 on the poll results of the AGM.

Yours faithfully,  
By order of the Board  
**Green International Holdings Limited**  
**Yu Qigang**  
*Chairman*



*This appendix includes an explanatory statement required by the Stock Exchange to be presented to the 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 the gearing position of the Company compared with that of 31 December 2017, 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\$22,574,526.06 divided into 2,257,452,606 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 authorized to exercise the powers of the Company to repurchase a maximum of 225,745,260 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 on the exercise of the power to repurchase 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 Rule 32 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 and Rule 32 of the Takeovers Code.

In the event that any exercise of the Share Repurchase Mandate would, to the knowledge of the Directors, have a consequence under Rule 26 and Rule 32 of the Takeovers Code, the Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

## **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 close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Share Repurchase Mandate is granted, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) 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 had been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

<b>APPENDIX I EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE</b>
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## 9. SHARE PRICES

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

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2017</b>		
April	0.237	0.204
May	0.220	0.204
June	0.216	0.180
July	0.189	0.142
August	0.199	0.150
September	0.171	0.150
October	0.174	0.150
November	0.181	0.160
December	0.178	0.162
<b>2018</b>		
January	0.181	0.158
February	0.208	0.151
March	0.310	0.195
April (up to the Latest Practicable Date)	0.300	0.231

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

## **EXECUTIVE DIRECTORS**

### **Mr. Yu Qigang (“Mr. Yu”)**

**Mr. Yu**, aged 53, was appointed as an executive Director on 5 September 2013 and was appointed as Chairman of the Board on 6 June 2017, the chairman of the nomination committee of the Company on 7 June 2017 and a member of the remuneration committee of the Company on 14 June 2017. He was a member of the Standing Committee of the Shenzhen Committee of Chinese Peoples’ Political Consultative Conference during the fourth and fifth sessions from 2005 to 2015. He is the founder of Shenzhen Yinger Fashion Group Co., Ltd. and has over 25 years of operation and management experience in garment and fashion industries. He is an uncle of Ms. Yu Jiaoli, a non-executive Director.

Mr. Yu has entered into a service agreement with the Company for a term of 3 years commencing from 1 June 2017 which could be terminated by either party by giving 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\$2,400,000.

Based on the disclosure of interests filing available to the Company, as at the Latest Practicable Date, Mr. Yu regarded himself to be deemed, pursuant to Part XV of the Securities and Futures Ordinance, to be interested in (a) 987,697,627 Shares (representing approximately 43.75% of the total issued share capital of the Company) held by Gold Bless International Invest Limited (“**Gold Bless**”), a company which is regarded as a controlled corporation of Mr. Yu; and (b) 705,882,352 underlying Shares attributed to convertible bonds of the Company in the principal amount of HK\$120,000,000 held by Fluent Robust Limited (“**Fluent Robust**”), a wholly-owned subsidiary of Hong Kong Sheen Smile International Investment Limited (“**HK Yinger**”) and regarded as a controlled corporation of Mr. Yu. Mr. Yu is also a director of HK Yinger.

### **Mr. Yang Wang Jian (“Mr. Yang”)**

**Mr. Yang**, aged 61, was appointed as an executive Director and Chairman of the Board on 7 November 2011, resigned from both positions on 8 November 2012, became a senior consultant of the Company since 1 December 2012, re-appointed as an executive Director and Chairman of the Board on 5 September 2013, stepped down from the position of Chairman of the Board on 6 June 2017, ceased to act as the chairman of the nomination committee of the Company on 7 June 2017, and ceased to act as a member of the remuneration committee of the Company on 14 June 2017. He has over 30 years of experience in international finance and investment. He was the managing director of Corporate Finance International Ltd. and a director of Uni Core Holdings Corporation (Stock Symbol: UCHC), a company listed on the OTC Bulletin Board in the United States. He was a member of the Standing Committee of the Shenzhen Committee of Chinese Peoples’ Political Consultative Conference during the fourth

and fifth sessions from 2005 to 2015. He graduated from the University of International Business and Economics (formerly known as the College of Beijing Economics and Foreign Trade), with a bachelor's degree in economics.

Mr. Yang Wang Jian has entered into a service agreement with the Company for a term of 3 years commencing from 5 September 2016 which could be terminated by either party by giving 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 currently entitled to an annual director's fee of HK\$360,000.

Based on the disclosure of interests filing available to the Company, as at the Latest Practicable Date, Mr. Yang regarded himself to be deemed, pursuant to Part XV of the SFO, to be interested in 987,697,627 Shares (representing approximately 43.75% of the total issued share capital of the Company) held by Gold Bless.

#### **Mr. Chen Hanhong (“Mr. Chen”)**

**Mr. Chen**, aged 66, was appointed as an executive Director on 1 July 2013. He has over 20 years of experience in the management and investment industries. He is a director of 深圳市宜麗環保科技股份有限公司 (Shenzhen Eli Eco-technology Co., Limited\*), a company whose shares are quoted on the National Equities Exchange and Quotations (NEEQ) of China with stock code 835400. He completed the Tsinghua Executive Master in Business Administration Research and Advanced Study Class organized by the Research Institute of Tsinghua University in Shenzhen. Mr. Chen is a director of the following subsidiaries of the Company, namely, Sino Front Limited, Victory Ford (HK) Limited, Cheerful Top Group Limited, Tai Cheng International Limited, Asia Agricultural Products Exchange Group Limited, Green Capital (Hong Kong) Limited, Big Point Investment Limited, Green Securities Limited, Green Asset Management Limited, Rainbow Star Global Limited, Eternal Spirit Developments Limited, Harmonic Felicity Limited, China Joy Holdings Limited, Faithful China Enterprises Limited, Charm Eastern Limited and Greatwide Corporation Limited. Mr. Chen is a director of HK Yinger and Fluent Robust, both being controlled corporations of Mr. Yu.

Mr. Chen has entered into a service agreement with the Company for a term of 3 years commencing from 1 June 2017 which could be terminated by either party by giving 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\$720,000.

**General**

As at the Latest Practicable Date, save as disclosed above, none of the Re-electing Directors (1) 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) has any relationship with other Directors, senior management, substantial or controlling shareholders of the Company; and (3) had interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters in connection with the proposed re-election that need to be brought to the attention of the Stock Exchange or the Shareholders and there is no other information relating to the Re-electing Directors that is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* *For identification purpose only*

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 2208–09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 7 June 2018, at 3:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

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 2017;
2. to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and its subsidiaries and to authorize the board of directors of the Company (the “**Board**”) to fix its remuneration;
3.
  - (a) to re-elect Mr. Yu Qigang as an executive Director;
  - (b) to re-elect Mr. Yang Wang Jian as an executive Director;
  - (c) to re-elect Mr. Chen Hanhong as an executive Director; and
  - (d) to authorize the Board to fix the remuneration of the Directors;
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;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorizations 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) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company 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 recognized 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 recognized 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 authorization given to the Directors and shall authorize 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 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 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company 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 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 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**  
**Yu Qigang**  
*Chairman*

Hong Kong, 30 April 2018

*Principal place of business in Hong Kong:*  
Suite 2208–09, 22/F  
West Tower, Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1–1111  
Cayman Islands

*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 recognized clearing house (or its nominees(s) and in each case, being a corporation), it may authorize 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 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 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 Mr. Yu Qigang (Chairman), Mr. Zeng Xiangdi (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.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.