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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 2208-09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 19 March 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 of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the entering into of the subscription agreement (the “**HK Yinger CB Subscription Agreement**”, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 26 January 2018 by Hong Kong Sheen Smile International Investment Limited (“**HK Yinger**”) as subscriber and the Company as issuer in relation to the subscription by HK Yinger of 3% per annum convertible bonds (the “**HK Yinger Convertible Bonds**”) in the principal amount of HK\$120,000,000 to be issued by the Company due on the second anniversary of the date of issue carrying a conversion right entitling their holders to subscribe for 705,882,352 Shares (the “**HK Yinger Conversion Shares**”) at the initial conversion price of HK\$0.17 per ordinary share in the Company (“**Share**”) (subject to adjustments in accordance with the terms and conditions of the HK Yinger Convertible Bonds), and all transactions contemplated thereunder and all other matters thereof and incidental thereto and in connection therewith, be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Listing Committee**”) granting the listing of, and permission to deal in the HK Yinger Conversion Shares, the directors (the “**Directors**”) of the Company be and are hereby (i) authorised to issue the HK Yinger Convertible Bonds to HK Yinger; (ii) granted a specific mandate (the “**HK Yinger Specific Mandate**”) to allot and issue the HK Yinger Conversion Shares on the terms and subject to the conditions of the HK Yinger Convertible Bonds, such HK Yinger Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (c) the Directors be and are hereby generally and unconditionally authorized to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated by the HK Yinger CB Subscription Agreement, the issue of the HK Yinger Convertible Bonds and the allotment and issue of the HK Yinger Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company;

2. **THAT:**

- (a) the entering into of the subscription agreement (the “**Zheyin Tianqin CB Subscription Agreement**”, a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification) dated 26 January 2018 by 浙銀天勤(深圳)投資有限公司 (Zheyin Tianqin (Shenzhen) Investment Limited*) (“**Zheyin Tianqin**”) as subscriber and the Company as issuer in relation to the subscription by Zheyin Tianqin of 6% per annum convertible bonds (the “**Zheyin Tianqin Convertible Bonds**”) in the principal amount of HK\$60,000,000 to be issued by the Company due on the second anniversary of the date of issue carrying a conversion right entitling their holders to subscribe for 352,941,176 Shares (the “**Zheyin Tianqin Conversion Shares**”) at the initial conversion price of HK\$0.17 per Share (subject to adjustments in accordance with the terms and conditions of the Zheyin Tianqin Convertible Bonds), and all transactions contemplated thereunder and all other matters thereof and incidental thereto and in connection therewith, be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;

- (b) conditional upon the Listing Committee granting the listing of, and permission to deal in the Zheyin Tianqin Conversion Shares, the Directors be and are hereby (i) authorised to issue the Zheyin Tianqin Convertible Bonds to Zheyin Tianqin; (ii) granted a specific mandate (the “**Zheyin Tianqin Specific Mandate**”) to allot and issue the Zheyin Tianqin Conversion Shares on the terms and subject to the conditions of the Zheyin Tianqin Convertible Bonds, such Zheyin Tianqin Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (c) the Directors be and are hereby generally and unconditionally authorized to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated by the Zheyin Tianqin CB Subscription Agreement, the issue of the Zheyin Tianqin Convertible Bonds and the allotment and issue of the Zheyin Tianqin Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company;

3. **THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$40,000,000.00 divided into 4,000,000,000 Shares to HK\$200,000,000.00 divided into 20,000,000,000 Shares by the creation of additional 16,000,000,000 Shares; and
- (b) any one Director be authorized on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing.”

By order of the Board
Green International Holdings Limited
Zeng Xiang Di
Chief Executive Officer

Hong Kong, 28 February 2018

Registered office:
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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 need 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 22, 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 the time fixed for holding of the EGM.*
- 4. 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.*
- 5. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the EGM convened by this notice will be voted on by way of poll.*
- 6. As at the date of this announcement, the executive Directors are Dr. Yu Qigang (Chairman), Mr. Zeng Xiang Di (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.*