

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 1 MARCH 2019;**
- (2) SHARE CONSOLIDATION BECOMING EFFECTIVE ON 4 MARCH 2019;**
- AND**
- (3) ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY**

The Board wishes to announce that the Resolution set out in the EGM Notice was duly passed by way of poll by the Shareholders at the EGM held on 1 March 2019.

All conditions precedent of the Share Consolidation have been fulfilled as at 1 March 2019. Pursuant to the expected timetable set out in the Circular, the Share Consolidation will take effect on Monday, 4 March 2019.

References are made to the circular (the “**Circular**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of Green International Holdings Limited (the “**Company**”) both dated 13 February 2019 in relation to the Share Consolidation. Unless the context otherwise requires, capitalized terms in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board wishes to announce that the resolution (the “**Resolution**”) set out in the EGM Notice was duly passed as ordinary resolution by way of poll by the Shareholders at the EGM.

As at the date of the EGM, there were a total of 2,874,196,656 Existing Shares in issue, which was the total number of Existing Shares entitling the Shareholders to attend and vote on the proposed Resolution at the EGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Shareholders had a material interest in the Share Consolidation. Accordingly, no Shareholders are required to abstain from voting on the Resolution proposed at the EGM. There were no Existing Shares entitling the holders to attend and abstain from voting in favour of the Resolution at the EGM as required under Rule 13.40 of the Listing Rules.

The Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results of the Resolution are as follows:

Ordinary resolution		Number of Votes (%)	
		For	Against
1.	To approve the Share Consolidation	1,110,344,693 (99.99%)	42,688 (0.01%)

Note: The full text of the Resolution was set out in the EGM Notice.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company at the EGM.

SHARE CONSOLIDATION

The Board is pleased to announce that all conditions precedent of the Share Consolidation have been fulfilled as at 1 March 2019. Pursuant to the expected timetable set out in the Circular, the Share Consolidation will take effect on Monday, 4 March 2019, being the first trading day of the Stock Exchange immediately following the passing of the Resolution. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

Share Options

As at the date of this announcement, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 14,000,000 Existing Shares under the Share Option Scheme. Upon the Share Consolidation becoming effective on 4 March 2019, the following adjustments will be made to the exercise prices of the Share Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options in accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements issued by the Stock Exchange on 5 September 2005 (the “**Supplementary Guidance**”):

Date of grant	Before adjustment		After adjustment	
	Number of Existing Shares to be issued upon full exercise of the Share Options	Exercise price per Existing Share (Note)	Adjusted number of Consolidated Shares to be issued upon full exercise of the Share Options	Adjusted exercise price per Consolidated Share
11 May 2012	14,000,000	HK\$0.32	3,500,000	HK\$1.28

Note:

The exercise price of the Share Options was formerly adjusted from HK\$0.37 per Existing Share to HK\$0.32 per Existing Share with effect from 19 August 2014 as a result of the open offer of the Company which was completed on 19 August 2014.

Convertible Bonds

As at the date of this announcement, there are outstanding convertible bonds of the Company (the “**Convertible Bonds**”) entitling the holders thereof to convert into 1,255,073,528 Existing Shares. Upon the Share Consolidation becoming effective on 4 March 2019, the following adjustments will be made to the conversion prices of the Convertible Bonds and the number of Consolidated Shares to be issued upon the exercise of the conversion rights attaching to the outstanding Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds and the Listing Rules:

Convertible Bonds	Principal amount (HK\$)	Date of issue	Date of maturity	Before adjustment		After adjustment	
				Number of Existing Shares to be issued upon full conversion of the Convertible Bonds	Exercise price per Existing Share	Adjusted number of Consolidated Shares to be issued upon full conversion of the Convertible Bonds	Adjusted exercise price per Consolidated Share
Qianhai 2016 CB	12,000,000	15 April 2016	15 April 2019	40,000,000	HK\$0.300	10,000,000	HK\$1.20
2nd Ample Reach CB	13,671,875 (subject to satisfaction of profit guarantee)	31 January 2018	30 April 2019	78,125,000	HK\$0.175	19,531,250	HK\$0.70
3rd Ample Reach CB	13,671,875 (subject to satisfaction of profit guarantee)	31 January 2018	30 September 2019	78,125,000	HK\$0.175	19,531,250	HK\$0.70
HK Yinger CB	120,000,000	23 March 2018	23 March 2020	705,882,352	HK\$0.170	176,470,588	HK\$0.68
Zheyin Tianqin CB	60,000,000	19 April 2018	20 April 2020	352,941,176	HK\$0.170	88,235,294	HK\$0.68
			Total:	<u>1,255,073,528</u>		<u>313,768,382</u>	

Red Sun Capital Limited, the Company's independent financial adviser, has reviewed and certified in writing that the adjustments to the outstanding Share Options and the Convertible Bonds are in compliance with the requirements as set out in the Supplementary Guidance, the terms and conditions of the Share Option Scheme and the Convertible Bonds, and the Listing Rules. Save for the above adjustments, all other terms and conditions of the outstanding Share Options and the Convertible Bonds remain unchanged.

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

Hong Kong, 1 March 2019

As at the date of this announcement, the executive Directors are Mr. Yu Qigang (Chairman), Mr. Chen Hanhong and Mr. Liu Dong; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi and Mr. Wang Chunlin.