

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)

**A. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 18 MARCH 2019; AND
B. CONSENT TO THE SPECIAL DEAL**

A. POLL RESULTS OF THE EGM

The Board wishes to announce that the Resolution was duly passed by way of poll by the Independent Shareholders at the EGM held on 18 March 2019.

B. CONSENT TO THE SPECIAL DEAL

On 13 March 2019, the Executive has conditionally granted its consent to the Special Deal, subject to the Special Deal being approved by a vote of the Independent Shareholders at the EGM to be taken on a poll. As the Special Deal has been approved by the Independent Shareholders at the EGM by way of poll, the condition of the Special Deal has now been fulfilled.

Reference is 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 1 March 2019, in relation to the Relevant Transactions. Unless the context otherwise requires, capitalized terms in this announcement shall have the same meanings as defined in the Circular.

A. POLL RESULTS OF THE EGM

The Board wishes to announce that the resolution (the “**Resolution**”) regarding the Relevant Transactions as set out in the EGM Notice was duly passed by way of poll by the Independent Shareholders at the EGM held on 18 March 2019.

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.

Details of the poll results in respect of the Resolution were as follows:

Ordinary resolution		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Subscription Agreement and all transactions contemplated thereunder, including the allotment and issue of 754,716,981 Consolidated Shares, the Specific Mandate and the Special Deal arising from the repayment and offset of the HK Yinger Loan Facility utilizing the proceeds from the Subscription	64,274,108 (99.98%)	10,672 (0.02%)

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.

As at the date of the EGM, the total number of issued Shares is 718,549,164 Consolidated Shares. In accordance with the Takeovers Code and the Listing Rules, the Subscriber and (i) its associates, including Mr. Yu, Ms. Zhou, HK Yinger, Fluent Robust and Gold Bless; (ii) parties acting and presumed to be acting in concert with the Subscriber, including Mr. Liu and Smoothly Good who are presumed under class (6) of the definition of “acting in concert” of the Takeovers Code to be acting in concert with the Subscriber during the Offers; (iii) any Shareholders who have a material interest in the Subscription and the Specific Mandate; and (iv) any Shareholders who are involved in or interested in the Subscription or the Special Deal (otherwise than solely as Shareholders), are required to abstain from voting on the relevant resolution at the EGM.

As at the date of the EGM, (a) Mr. Yu and his immediate family (including Ms. Zhou) do not own any Shares; (b) the Subscriber does not own any Shares; (c) the Adjusted HK Yinger CB have not been converted and HK Yinger and Fluent Robust do not own any Shares; (d) Gold Bless, a party presumed to be acting in concert with the Offeror, owns 246,924,406 Consolidated Shares; (e) Mr. Liu and Smoothly Good collectively own 62,865,000 Consolidated Shares; and (f) save for Gold Bless, Mr. Liu and Smoothly Good, the Subscriber and parties acting and presumed to be acting in concert with it do not hold any Consolidated Shares.

In addition, Ample Reach has provided an irrevocable undertaking to the Company to abstain from voting on the relevant resolution at the EGM in respect of the 19,531,250 Consolidated Shares which are currently put in escrow with the Company.

Accordingly, the total number of Consolidated Shares entitling the holders to attend and vote in respect of the Resolution at the EGM was 389,228,508 Consolidated Shares. The Subscriber, its associates (including Mr. Yu, Ms. Zhou, HK Yinger, Fluent Robust and Gold Bless), parties acting and presumed to be acting in concert with the Subscriber (including Mr. Liu and Smoothly Good) and parties undertaken not to vote (i.e. Ample Reach) did not vote on the Resolution at the EGM.

Save as disclosed above, there were no other Shareholders who are required under the Listing Rules and/or the Takeovers Code to abstain from voting at the EGM, and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as required by Rule 13.40 of the Listing Rules.

B. CONSENT TO THE SPECIAL DEAL

On 13 March 2019, the Executive has conditionally granted its consent to the Special Deal, subject to the Special Deal being approved by a vote of the Independent Shareholders at the EGM to be taken on a poll. As the Special Deal has been approved by the Independent Shareholders at the EGM by way of poll, the condition of the Special Deal has now been fulfilled.

By order of the Board
Green International Holdings Limited
Liu Dong
Executive Director

Hong Kong, 18 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.