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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, 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**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2700)**

**PROPOSED SHARE CONSOLIDATION**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held on Friday, 1 March 2019 at 3:00 p.m. at Conference Room, Suite 2208-09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong is set out on pages EGM-1 to EGM-2 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 and return it to 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, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

13 February 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:*

<b>“Board”</b>	the board of Directors
<b>“Business Day”</b>	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
<b>“CCASS”</b>	the Central Clearing and Settlement System established and operated by HKSCC
<b>“Company”</b>	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 with stock code 2700
<b>“Consolidated Share(s)”</b>	ordinary share(s) of HK\$0.04 each in the share capital of the Company after the Share Consolidation becoming effective
<b>“Director(s)”</b>	the director(s) of the Company
<b>“EGM”</b>	the extraordinary general meeting of the Company convened to be held for the Shareholders to consider and, if thought fit, approve, the Share Consolidation
<b>“Existing Share(s)”</b>	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company prior to the Share Consolidation becoming effective
<b>“HKSCC”</b>	Hong Kong Securities Clearing Company Limited
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Latest Practicable Date”</b>	11 February 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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<b>“Share(s)”</b>	the Existing Share(s) or the Consolidated Share(s), as the content may require
<b>“Share Consolidation”</b>	the proposed consolidation of every four issued and unissued Existing Shares into one Consolidated Share
<b>“Share Option(s)”</b>	the option(s) to subscribe for new Shares granted under the Share Option Scheme
<b>“Share Option Scheme”</b>	the share option scheme adopted by the Company on 2 September 2006 and lapsed on 2 September 2016
<b>“Shareholder(s)”</b>	holder(s) of the Existing Share(s) and/or the Consolidated Share(s), as the case may be
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong

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## EXPECTED TIMETABLE

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The expected timetable for implementation of the Share Consolidation is set out below:

Event	2019
Latest time for lodging transfers of the Existing Shares for attending the EGM. . . . .	4:30 p.m. on Friday, 22 February
Closure of register of members (both days inclusive) . . . . .	Monday, 25 February to Friday, 1 March
Latest date and time for lodging forms of proxy for the EGM . . . . .	3:00 p.m. on Wednesday, 27 February
Date and time of the EGM . . . . .	3:00 p.m. on Friday, 1 March
Announcement of voting results of the EGM . . . . .	Friday, 1 March
Expected effective date of the Share Consolidation . . . . .	Monday, 4 March
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares. . . . .	Monday, 4 March
Commencement of dealings in the Consolidated Shares. . . . .	9:00 a.m. on Monday, 4 March
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Monday, 4 March
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Monday, 4 March
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Monday, 18 March
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences. . . . .	9:00 a.m. on Monday, 18 March

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## EXPECTED TIMETABLE

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Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on Monday, 18 March

Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:00 p.m. on Monday, 8 April

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends . . . . . 4:00 p.m. on Monday, 8 April

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Monday, 8 April

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . 4:30 p.m. on Wednesday, 10 April

All times and dates specified in the timetable above refer to Hong Kong times and dates.

**The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.**

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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:*

Mr. Yu Qigang (*Chairman*)  
Mr. Chen Hanhong  
Mr. Liu Dong

*Independent non-executive Directors:*

Mr. Wu Hong  
Mr. David Tsoi  
Mr. Wang Chunlin

*Registered office:*

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

*Principal place of business in Hong Kong:*

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

13 February 2019

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE CONSOLIDATION**

#### **INTRODUCTION**

References are made to the announcement of the Company dated 22 January 2019 in relation to the Share Consolidation; and the announcement of the Company dated 8 February 2019 in relation to the delay in dispatch of circular and the revised expected timetable of the Share Consolidation.

The purpose of this circular is to provide you with details of the Share Consolidation and to give you the notice of the EGM.

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposed to implement the Share Consolidation on the basis that every four issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one Consolidated Share of HK\$0.04 each.

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## LETTER FROM THE BOARD

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### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$200,000,000 divided into 20,000,000,000 Existing Shares of HK0.01 each, of which 2,874,196,656 Existing Shares have been issued as fully paid or credited as fully paid. Assuming that no further Existing Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the EGM, the authorised share capital of the Company shall become HK\$200,000,000 divided into 5,000,000,000 Consolidated Shares of HK\$0.04 each, of which 718,549,164 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue upon the Share Consolidation becoming effective.

Implementation of the Share Consolidation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Share Consolidation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company, nor will it result in any change in the relative rights of the Shareholders.

### Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (1) the passing of the necessary ordinary resolution by the Shareholders approving the Share Consolidation at the EGM;
- (2) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (3) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions. As at the Latest Practicable Date, none of the conditions above has been fulfilled.

### Listing and dealings

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued arising from the Share Consolidation.

None of the Existing Shares is listed, or dealt in, on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.



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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

### Adjustments in relation to other securities of the Company

#### *Share Options*

As at the Latest Practicable Date, there were 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. The Share Consolidation will lead to adjustments 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, such adjustments to be made 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**”). Assuming there is no other adjustment event under the Share Option Scheme between the Latest Practicable Date and the effective date of the Share Consolidation, the exercise prices and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options will be adjusted as follows with effect from the effective date of the Share Consolidation:

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

*Note: The exercise price of the Share Options were 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.*

## LETTER FROM THE BOARD

Subject to the passing of the relevant resolution at the EGM, the Company will make further announcement on the effective date of the Share Consolidation.

### *Convertible Bonds*

As at the Latest Practicable Date, there were outstanding convertible bonds of the Company (the “**Convertible Bonds**”) entitling the holders thereof to convert into 1,255,073,528 Existing Shares. These Convertible Bonds include: (i) the convertible bonds in the principal amount of HK\$12,000,000 issued on 15 April 2016 (the “**Qianhai 2016 CB**”); (ii) the convertible bonds in the principal amount of HK\$13,671,875 (subject to satisfaction of profit guarantee) issued on 31 January 2018 and maturing on 30 April 2019 (the “**2nd Ample Reach CB**”); (iii) the convertible bonds in the principal amount of HK\$13,671,875 (subject to satisfaction of profit guarantee) issued on 31 January 2018 and maturing on 30 September 2019 (the “**3rd Ample Reach CB**”); (iv) the convertible bonds in the principal amount of HK\$120,000,000 issued on 23 March 2018 (the “**HK Yinger CB**”); and (v) the convertible bonds in the principal amount of HK\$60,000,000 issued on 19 April 2018 (the “**Zheyin Tianqin CB**”).

The Share Consolidation will lead to adjustments 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 Convertible Bonds, such adjustments to be made in accordance with the terms and conditions of the Convertible Bonds and the Listing Rules. Assuming there is no other adjustment event under the relevant terms and conditions of the Convertible Bonds between the Latest Practicable Date and the effective date of the Share Consolidation, 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 will be adjusted as follows with effect from the effective date of the Share Consolidation:

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	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	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
			<b>Total:</b>	<u>1,255,073,528</u>		<u>313,768,382</u>	

Subject to the passing of the relevant resolution at the EGM, the Company will make further announcement on the effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the Convertible Bonds remain unchanged.

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## LETTER FROM THE BOARD

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Save as disclosed above, as at the Latest Practicable Date, the Company had no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### Reasons for the Share Consolidation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Stock Exchange on 28 November 2008 and updated on 3 July 2018, (i) market price of the securities of an issuer at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. In view of the recent market price of the Existing Shares, the Directors resolved to propose the Share Consolidation with the view to complying with the trading requirements under the Listing Rules.

Based on the closing price of HK\$0.105 per Existing Share as at the Latest Practicable Date, the value of each board lot of 20,000 Existing Shares is only HK\$2,100. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the market price of the Consolidated Shares. The Share Consolidation will reduce the overall transaction and handling costs of dealings in the Consolidated Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities transaction.

In the light of the net current liabilities of HK\$27.2 million of the Company as at 30 June 2018, the Company has recently approached financial institutions and investors to explore equity fund raising opportunities of a targeted size of around HK\$160 million which are intended to be utilized for reducing debts, liabilities and financial costs, replenishing capital requirements and restoring the Company to net current asset position. In order to facilitate fund raising activities by way of equity issue, the Company considers that it is desirable and necessary to comply with the trading requirements under the Listing Rules through implementing the Share Consolidation.

Subsequently, on 25 January 2019 (after trading hours), the Company (as issuer) entered into a subscription agreement (the “**Subscription Agreement**”) with Jumbo Faith International Limited (the “**Subscriber**”), pursuant to which the Subscriber conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, 754,716,981 Consolidated Shares (the “**Subscription Consolidated Shares**”) at the subscription price of HK\$0.212 per Consolidated Share (the “**Subscription**”). The entire issued share capital of the Subscriber is wholly-owned by Ms. Zhou Cuiqiong, the spouse of Mr. Yu Qigang (an executive Director and the chairman of the Board). Accordingly, the Subscriber is a connected person (as defined in the Listing Rules) of the Company and the Subscription constitutes a connected transaction under Chapter 14A of the Listing Rules.

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## LETTER FROM THE BOARD

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Prior to the entering of the Subscription Agreement, the Board has considered various fund raising methods including long term bank borrowing, placement of Shares to independent third parties, rights issue, open offer and the Subscription. In respect of long-term bank borrowings of meaningful loan size, the Company was given to understand that commercial banks generally requested for the provision of real estate properties as collateral to fortify the loan, which the Company was unable to give. In addition, the Group would have to bear significant interest expenses if it is to take out a meaningful loan size, which runs against the whole purpose of reducing financial costs of the Group to alleviate the Company's loss-making situation. As regards equity fund raising exercises (such as placement of the Shares to independent third parties, rights issue and/or open offer), the Company has approached several securities brokerage firms about the possibility and feasibility of acting as placing agent or underwriter of the Company, and was given to understand that the securities brokerage firms generally requested a placing/underwriting commission ranging from 2.5% to 5.0% based on the fund raising size, and a significant discount on the placing/subscription price so as to increase the attractiveness of the equity fund raising exercise. In addition, any placing would only be conducted on best-effort basis, rendering the outcome and the exact amount of proceeds to be raised from the placing being uncertain and subject to market condition.

Having considered the restrictions of the alternative fund raising methods as discussed above, only the Subscriber expressed its willingness to subscribe for the Subscription Consolidated Shares at a modest premium to the prevailing market price. The Subscription enables the Company to raise a meaningful size of issue proceeds which matches its capital needs and to issue the Shares above the prevailing market price and save the finance cost or commission which the Group would have otherwise needed to incur if other fund raising methods were to be adopted.

The gross proceeds and net proceeds to be raised from the Subscription are expected to be approximately HK\$160 million and HK\$156 million, respectively. The Board intends to apply the net proceeds as to: (a) approximately HK\$31 million for repaying the principal and interest on the six-months, 6.5% per annum loan (the "**HK Yinger Loan Facility**") owned by the Company to Hong Kong Sheen Smile International Investment Limited ("**HK Yinger**") which is contractually due in February 2019; (b) approximately HK\$15 million for the possible cash redemption of the Qianhai 2016 CB which matures in April 2019; (c) approximately HK\$64 million being set aside for meeting repayment obligations of debts and liabilities of the Group; (d) approximately HK\$8 million for replenishing the capital requirements of the financial services companies of the Group; and (e) approximately HK\$38 million for the Group's general corporate expenses (such as salaries, rental expenses and professional fees) for the next twelve months. Under the terms of the Subscription Agreement, the Company is entitled to set off the outstanding principal and interest on the HK Yinger Loan Facility from the consideration for the Subscription Consolidated Shares to be received by the Company upon completion of the Subscription (the "**Subscription Completion**"). On that basis, the Company is given to understand that despite the contractual due date in February 2019, no loan call will be made on HK Yinger Loan Facility before the Subscription Completion.

Upon the Subscription Completion, the shareholding of the Subscriber will increase from nil to approximately 51.2% of the issued share capital and total voting rights of the Company as enlarged by the Subscription Consolidated Shares, while the shareholding of the Subscriber and parties acting in concert with it (excluding Mr. Liu Dong) will increase from approximately 34.4% to approximately 68.0% of the issued share capital and total voting rights of the Company as enlarged by the

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## LETTER FROM THE BOARD

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Subscription Consolidated Shares, assuming that there is no other change in the Company's issued share capital between the Latest Practicable Date and the Subscription Completion save and except for the Subscription and the Share Consolidation. Pursuant to Rule 26.1 of the Takeovers Code, immediately after the Subscription Completion, the Subscriber will be required to make mandatory general offers (the "**Offers**") for all the issued securities of the Company (other than those agreed to be acquired by the Subscriber).

The announcement regarding the Subscription and the Offers (the "**Subscription Announcement**") was jointly published by the Company and the Subscriber on 1 February 2019. As disclosed in the Subscription Announcement, the Subscription is conditional upon, amongst other things, independent Shareholders' approval at an extraordinary general meeting to be convened by the Company. Further information regarding the Subscription will be contained in a circular to be dispatched to the Shareholders in due course, and further information regarding the Offers will (subject to the Subscription Completion) be contained in a composite document to be issued jointly by the Subscriber and the Company.

Save and except the Subscription, the Company has no current plans for other equity fund raising or any other corporate actions which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next twelve months. In finalizing the terms and conditions of the Subscription, the Company has managed to obtain a lock-up undertaking from the Subscriber (the "**Lock-up Undertaking**"), whereby the Subscriber undertook not to dispose of, or enter into any agreement to dispose of or otherwise create any encumbrances in respect of, any of the Subscription Consolidated Shares for a period of 12 months after the Subscription Completion. The purpose of the Lock-up Undertaking is to avoid any negative impact on the share price which might have otherwise been caused by the selling pressure of the new Shares issued by the Company in the contemplated equity fund raising exercise, such that the benefit of the Share Consolidation in bringing about an upward adjustment in the market price of the Consolidated Shares is best preserved and no repeated corporate actions should be necessary in the near future.

The Board considers that the Share Consolidation would maintain the transaction amount for each board lot at a reasonable level in order to attract more investors and extend the base of the Shareholders, and thus provide flexibility for equity fund raising of the Company in the future. The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **OTHER ARRANGEMENTS**

#### **Free exchange of share certificates**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Monday, 4 March 2019 until Wednesday, 10 April 2019 (both days inclusive), submit existing share certificates (in green colour) for the Existing Shares to 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, to exchange, at the expense of the Company, for new share certificates (in blue colour) for the Consolidated Shares, on the basis of four Existing Shares for one Consolidated Share. Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment

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## LETTER FROM THE BOARD

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of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher. After 4:30 p.m. on Wednesday, 10 April 2019, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Green Securities Limited as an agent to provide matching services, on a best effort basis regarding the sale and purchase of odd lots of the Consolidated Shares from 9:00 a.m. on Monday, 18 March 2019 to 4:00 p.m. on Monday, 8 April 2019 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares should contact Mr. Ivan Mok of Green Securities Limited at Suite 2208-09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong (telephone number: +852 3918 5413) during the office hours of such period.

Shareholders with odd lot holdings of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best efforts basis. Successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

### **EGM**

The EGM will be held at Conference Room, Suite 2208-09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 1 March 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, to approve the resolution regarding the Share Consolidation. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 25 February 2019 to Friday, 1 March 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged 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 not later than 4:30 p.m. on Friday, 22 February 2019. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to 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



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## LETTER FROM THE BOARD

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as soon as possible and in any event not later than 48 hours before the time appointed for the holding of 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 EGM or any adjournment thereof should you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings 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 the chairman of the meeting will demand a poll on the resolution regarding the Share Consolidation at the EGM. An announcement will be made by the Company on the poll results of 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.

### RECOMMENDATION

The Board considers that the proposed resolution in relation to the Share Consolidation to be put forward at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolution to be proposed at the EGM.

### WARNING

**Shareholders should take note that the Share Consolidation are conditional upon satisfaction of the respective conditions set out above. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully,  
By order of the Board  
**Green International Holdings Limited**  
**Yu Qigang**  
*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 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 Friday, 1 March 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

1. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):
  - (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
    - (i) every four (4) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.04 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company; and
    - (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and



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## NOTICE OF EGM

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- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

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

Hong Kong, 13 February 2019

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

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

*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. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 25 February 2019 to Friday, 1 March 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged 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 not later than 4:30 p.m. on Friday, 22 February 2019.
4. In order to be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) 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 not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof.
5. 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.
6. As at the date of this notice, 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.