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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 Thursday, 17 January 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the non-exercise of the right (the “**Sell-Back Right**”) of the Company to sell, and require Mr. Chung Sum Sang and Ms. Eva Au (the “**Vendors**”) to buy back, the entire issued share capital of Rainbow Star Global Limited (“**Rainbow Star**”) at a consideration which is equivalent to the consideration already paid by the Company, granted by the Vendors pursuant to the sale and purchase agreement dated 21 November 2014 (the “**Acquisition Agreement**”) entered into between the Company and the Vendors in relation to the acquisition (the “**Acquisition**”) of Rainbow Star (as supplemented by the supplemental agreement dated 16 December 2014), be and is hereby approved; and
- (b) 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 non-exercise of the Sell-Back Right, 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.”

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

Hong Kong, 28 December 2018

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. 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 (the "**Listing Rules**"), all resolutions to be proposed at the EGM convened by this notice will be voted on by way of poll.
6. In accordance with the Listing Rules, Ms. Eva Au ("**Ms. Au**") and her associates (as defined in the Listing Rules), Mr. Chung Sum Sang ("**Mr. Chung**") and his close associates (as defined in the Listing Rules), and any other Shareholders who has a material interest in the resolution approving the non-exercise of the Sell-Back Right (the "**Relevant Resolution**") will be required to abstain from voting for the Relevant Resolution. All Shareholders who vote (which reference shall include all non-registered Shareholders who give voting directions to any securities brokers, banks, custodians or nominee companies) in favour of or against the Relevant Resolution (each a "**Disinterested Voter**") is deemed to have confirmed, warranted and undertook to the Company and all "specified recipients" (as defined in Section 384 of the SFO) that he/she/it (1) is not an associate of Ms. Au; (2) is not a close associate of Mr. Chung; and (3) has no material interest in the subject matter of the Relevant Resolution whether of him/her/it or his/her/its close associates. By placing voting direction to vote for or against the Relevant Resolution, each Disinterested Voter is deemed to have intended that the Company and all "specified recipients" should be entitled to, and would actually, rely on the said No Material Interest Confirmation. **Any Shareholders and non-registered Shareholders who cast or attempt to cast vote(s) (whether by proxy, corporate representative or in person and/or voting directions through securities brokers, banks, custodians or nominee companies or otherwise) in contravention with the No Material Interest Confirmation may face the following consequences: (1) having his/her/its votes disregarded by the Company if the breach is discovered before the announcement of the voting results; (2) civil remedies including injunctive reliefs to be sought by the Company in Court if the breach is discovered after the announcement of the voting results; and (3) criminal consequence under the SFO for knowingly or recklessly providing false and misleading information to, and was relied upon by, any "specified recipients"**. For the avoidance of doubt, it is the non-registered Shareholder who gives the voting direction (instead of CCASS or the Intermediaries) who will be responsible for the No Material Interest Confirmation.
7. 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. David Tsoi, Mr. Wu Hong and Mr. Wang Chunlin.