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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 Monday, 18 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 ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the entering into of the subscription agreement (the “**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 25 January 2019 by Jumbo Faith International Limited (the “**Subscriber**”) and the Company (as issuer) in relation to the subscription (the “**Subscription**”) by the Subscriber of 754,716,981 ordinary shares (the “**Subscription Consolidated Shares**”) of par value of HK\$0.04 each (each a “**Consolidated Share**”) in the share capital of the Company after the four-to-one share consolidation as disclosed in the Company’s circular dated 13 February 2019 (the “**Share Consolidation**”) to be allotted and issued by the Company at the subscription price of HK\$0.212 per Subscription Consolidated Share, 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 Subscription Consolidated Shares, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Consolidated Shares pursuant to the terms and conditions of the Subscription Agreement, such Subscription Consolidated Shares ranking pari passu amongst themselves and with all other fully paid Subscription Consolidated

Shares in issue as at the date of allotment and issue thereof in all respects and such Specific Mandate being in addition to and not prejudicing or revoking any other 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;

- (c) the utilization of approximately HK\$31 million out of the proceeds from the Subscription to repay and set off the outstanding principal and interest (the “**Loan Repayment**”) under the loan facility in the principal amount of up to HK\$30 million granted by Hong Kong Sheen Smile International Investment Limited to the Company as disclosed in the Company’s announcement dated 13 August 2018 (the “**HK Yinger Loan Facility**”), constituting a “special deal” under Rule 25 of the Hong Kong Code on Takeovers and Mergers (the “**Special Deal**”), be and is hereby approved; and
- (d) the Directors be and are hereby generally and unconditionally authorised 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 Subscription Agreement, the allotment and issue of the Subscription Consolidated 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.”

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

Hong Kong, 1 March 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. 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 22/F, 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 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.