

IMPORTANT

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

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) PROPOSED CHANGE OF AUDITORS,
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Terms used in this cover shall have the same meanings as defined in this circular.

A notice dated 13 February 2018 convening the EGM to be held on Friday, 9 March 2018 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.

Whether or not you are able to attend the EGM in person, please 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, Wanchai, 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 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	APP-1
NOTICE OF THE EGM	EGM-1
ACCOMPANYING DOCUMENT — FORM OF PROXY	

DEFINITIONS

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

“Appointment”	the proposed appointment of HLB as the new auditors of the Company, subject to the approval of the Shareholders at the EGM
“Articles”	the articles of association of the Company as may be amended from time to time, and “Article” shall mean an article provision of the Articles
“Board”	the board of Directors
“Company”	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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Friday, 9 March 2018 at 3:00 p.m. at Conference Room, Suite 2208–09, 22/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the purpose of approving, amongst other things, the Proposed Change of Auditors and the re-election of Directors
“Group”	collectively, the Company and its subsidiaries
“HLB”	HLB Hodgson Impey Cheng Limited, the new auditors of the Group proposed to be appointed at the EGM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 February 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MMW”	McMillan Woods SG CPA Limited, the existing auditors of the Company proposed to be removed at the EGM
“Proposed Change of Auditors”	collectively, the Removal and the Appointment

DEFINITIONS

“Removal”	the proposed removal of MMW as the auditors of the Company, subject to the approval of the Shareholders at the EGM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



GREEN INTERNATIONAL

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

Executive Directors:

Dr. Yu Qigang (*Chairman*)
Mr. Zeng Xiangdi (*Chief Executive Officer*)
Mr. Yang Wang Jian
Mr. Chen Hanhong
Ms. Eva Au

Registered office:

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

Non-executive Director:

Ms. Yu Jiaoli

Principal place of business in Hong Kong:

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

Independent non-executive Directors:

Mr. Wu Hong
Mr. David Tsoi
Mr. Wang Chunlin
Ms. Sun Zhili

13 February 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITORS,
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 8 February 2018 in relation to the Proposed Change of Auditors.

The purpose of this circular is to provide Shareholders with information to enable Shareholders to make an informed decision on whether to vote for or against the resolutions in connection with the Proposed Change of Auditors and the re-election of Directors, to be proposed at the forthcoming EGM.

LETTER FROM THE BOARD

PROPOSED REMOVAL OF MMW

MMW was re-appointed as auditors of the Company at the last annual general meeting of the Company held on 30 June 2017 to hold office until the conclusion of the next annual general meeting of the Company.

Since as early as the end of 2017, the Company has been in touch with MMW to seek MMW's proposal on audit planning and fee quotation. Since as early as mid-January 2018, the Company has provided MMW with such information and documents which can reasonably put MMW in the position of providing an audit planning proposal and fee quotation. However, despite the Company's repeated reminders to MMW that the Company has to comply with regulatory deadline on financial reporting, up to and until 5 February 2018, MMW have failed to provide the Company with any audit planning or fee quotation proposal.

The Company expects its auditors to plan and manage audit in a timely, professional and efficient manner, to complete work within deadlines, to maintain proper, positive and constructive working liaison with the Company's financial staff and to provide appropriate and adequate resources with appropriate expertise and experience in discharging their duties. The audit committee of the Company was delegated power to oversee the effectiveness of the external auditors and make recommendations to the Board on appointment and removal of auditors. After considering the exchange of communication and correspondence between the Company and MMW, the audit committee of the Company was of the view that MMW have failed to plan and manage audit in a timely manner and on 8 February 2018 made a recommendation to the Board that the Company should promptly seek the approval of the Shareholders regarding the removal of MMW as the auditors of the Company and any of its subsidiaries.

Before the Board resolved to remove MMW subject to Shareholders' approval, the Company has offered opportunity to MMW to speak with the members of the audit committee of the Company. In addition, the Company has requested MMW to provide their written representations for inclusion in this circular. However, up to and until the Latest Practicable Date, the Company has not received any written representations from MMW, nor has it received any confirmation on change of auditors from MMW notifying the Company of any matters that need to be brought to the attention of the Shareholders.

PROPOSED APPOINTMENT OF HLB

As the Company is required under the Listing Rules to publish its financial results by the end of March 2018, time is of the essence of the Company. The Company believes that HLB is a sizeable and experienced accounting firm which should be able to devote appropriate and adequate resources to work under tight deadlines for the final audit for the year ended 31 December 2017, subject to the approval of the Removal and the Appointment by Shareholders at the EGM.

The audit committee of the Company has assessed and considered that HLB is eligible and suitable to act as auditors of the Group. Therefore, the Board proposed to appoint HLB as the new auditors of the Group in replacement of MMW for the remainder of MMW's term (i.e. until the conclusion of the next annual general meeting of the Company).

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Under the code provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment.

Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili (the “**Retiring Directors**”), who were first appointed on 12 June 2017 and re-appointed on 30 June 2017 as independent non-executive Directors, intend to retire and, being eligible, offer themselves for re-election as independent non-executive Directors at the EGM. The Retiring Directors have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view the Retiring Directors meet the independence criteria as set out in Rule 3.13 of the Listing Rules.

Details of the Retiring Directors to be re-elected at the EGM which are required to be disclosed by the Listing Rules are set out in the Appendix to this circular.

COMPLIANCE OF THE ARTICLES AND THE LISTING RULES

Pursuant to Article 155(2) of the Articles, the Shareholders may, at any general meeting convened and held in accordance with the Articles, by special resolution remove the auditor at any time before the expiration of its term of office and shall by ordinary resolution at that meeting appoint another auditor in its stead for the remainder of its term. In compliance with the Articles, the Removal will be proposed at the EGM as a special resolution and the Appointment will be proposed at the EGM as an ordinary resolution.

Pursuant to Rule 13.88 of the Listing Rules, (a) the Company must not remove its auditor before the end of the auditor’s term of office without first obtaining shareholders’ approval at a general meeting, (b) the Company must send a circular proposing the removal of the auditor to Shareholders with any written representations from the auditor not less than 10 business days before the general meeting, and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to Shareholders at the general meeting. In compliance with Rule 13.88 of the Listing Rules, the Company has, simultaneously with the dispatch of this circular and the notice of the EGM to Shareholders, issued this circular and the notice of the EGM to MMW to invite them to attend the EGM to make written or verbal representations to the Shareholders.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be conducted by way of 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. The chairman of the EGM will therefore demand a poll for the resolutions relating to the Removal and the Appointment at the EGM in accordance with the procedures set out in the Articles. The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of the Stock Exchange and the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

EGM

The EGM will be convened and held for the purposes of considering and, if thought fit, approving the Proposed Change of Auditors and the re-election of Directors. A notice convening the EGM to be held on Friday, 9 March 2018 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 is enclosed with this circular for use at the EGM. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meetings, as the case may be. Completion of a form of proxy will not preclude you from attending and voting at the EGM in person if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions regarding the Removal, the Appointment or the re-election of Directors to be proposed at the EGM.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Removal, the Appointment and the re-election of Directors are in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the resolutions regarding the Removal, the Appointment and the re-election of Directors at 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.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the additional information set out in the Appendix to this circular and the notice convening the EGM.

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

Yours faithfully,
By order of the Board
Green International Holdings Limited
Zeng Xiangdi
Chief Executive Officer

Biographical details of the Directors who intend to retire from office at the EGM and being eligible, will offer himself or herself for re-election at the EGM, are set out below:

Mr. David Tsoi

Mr. Tsoi, aged 70, is a director of Allcott, Tsoi CPA Limited. Mr. Tsoi obtained a master's degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in 1986. He is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants, a chartered certified accountant registered with the Association of Chartered Certified Accountants, and a chartered professional accountant and certified general accountant certified by the Chartered Professional Accountants of British Columbia, Canada. He is also registered as a certified tax adviser with The Taxation Institute of Hong Kong. Mr. Tsoi is a fellow of The Institute of Chartered Accountants in England and Wales, a fellow member of The Society of Chinese Accountants & Auditors, and a fellow member of CPA Australia. He was formerly an independent non-executive director of CRRC Corporation Limited (formerly known as CSR Corporation Limited) (stock code: 1766), Loto Interactive Limited (formerly known as MelcoLot Limited) (stock code: 8198) and Enviro Energy International Holdings Limited (stock code: 1102). Mr. Tsoi is currently an independent non-executive director of Guru Online (Holdings) Limited (stock code: 8121), VPower Group International Holdings Limited (stock code: 1608), Universal Technologies Holdings Limited (stock code: 1026), Tianli Holdings Group Limited (stock code: 117) and Everbright Grand China Assets Limited (stock code: 3699), the shares of which are all listed on the Stock Exchange. Mr. Tsoi was first appointed on 12 June 2017 and re-appointed on 30 June 2017 as an independent non-executive Director, the chairman of the audit committee and the remuneration committee of the Company, and a member of the nomination committee of the Company.

Mr. Wang Chunlin

Mr. Wang, aged 54, graduated from the University of International Business and Economics in Beijing in 1986 and has since attained a master's degree in business administration from Murdoch University in Australia and a master's degree in International Shipping and Transport Logistics from The Hong Kong Polytechnic University. Mr. Wang has occupied management roles in large enterprises such as Sinotrans Group and IMC Group. He was formerly an independent non-executive director of Honghua Group Limited (stock code: 196) and an executive director of Pacific Basin Shipping Limited (stock code: 2343), the shares of which are listed on the Stock Exchange. Mr. Wang was first appointed on 12 June 2017 and re-appointed on 30 June 2017 as an independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee of the Company.

Ms. Sun Zhili

Ms. Sun, aged 49, obtained a bachelor's degree from Nanjing Normal University and a master's degree from the University of Houston. Ms. Sun has extensive experience in the corporate finance and investment banking field, including experience in corporate governance, mergers and acquisitions and investor relation management. Ms. Sun is currently an independent non-executive director of Century Ginwa Retail Holdings Limited (stock code: 162) and Huili Resources (Group) Limited (stock code: 1303), the shares of which are all listed on the Stock Exchange. Ms. Sun was previously a director of Convoy Capital Hong Kong Limited, a vice president of Bosideng International Holdings Limited (a company listed on the Stock Exchange with stock code: 3998) and an executive director and chief financial officer of China Mass Media Corporation (a company listed on the New York Stock Exchange). Ms. Sun was first appointed on 12 June 2017 and re-appointed on 30 June 2017 as an independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee of the Company.

General

In respect of all the Directors proposed to be re-elected, (a) the Company has entered into a letter of appointment with each of the relevant Directors, pursuant to which the term of appointment is one year; (b) each of the relevant Directors will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Articles of Association; and (c) as determined by the remuneration committee of the Company and the Board, the remuneration of each of the Directors proposed to be re-elected is HK\$15,000 per month.

Each of the Directors proposed to be re-elected confirmed to the Company that save as disclosed above: (a) he/she does not hold any other positions in the Company and its subsidiaries; (b) he/she does not and did not hold any directorship in other public listed companies in Hong Kong or overseas in the last three years; (c) he/she does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (as those terms are defined in the Listing Rules); and (d) he/she does not have any interest or deemed interest in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the SFO. Save as disclosed above, there is no other information relating to Directors proposed to be re-elected that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there is no other matter in relation to their re-election that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF THE EGM



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(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, 9 March 2018 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** the removal of McMillan Woods SG CPA Limited (“**MMW**”) as the auditors of the Company and any of its subsidiaries be and is hereby approved, ratified and confirmed.”

ORDINARY RESOLUTIONS

2. “**THAT** subject to the passing of the special resolution in relation to the removal of MMW above, HLB Hodgson Impey Cheng Limited be and is hereby appointed as the auditors of the Company and its subsidiaries with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board (“**Board**”) of directors (“**Directors**”) of the Company be and is hereby authorised to fix their remuneration.”
3. (a) to re-elect Mr. David Tsoi as an independent non-executive Director and to authorize the Board to fix his remuneration.
(b) to re-elect Mr. Wang Chunlin as an independent non-executive Director and to authorize the Board to fix his remuneration.

NOTICE OF THE EGM

- (c) to re-elect Ms. Sun Zhili as an independent non-executive Director and to authorize the Board to fix her remuneration.

By order of the Board
Green International Holdings Limited
Zeng Xiangdi
Chief Executive Officer

Hong Kong, 13 February 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, Wanchai, 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 set out in this notice of the EGM will be voted on by way of poll.
6. As at the date of this announcement, the executive Directors are Dr. Yu Qigang (Chairman), Mr. Zeng Xiangdi (Chief Executive Officer), Mr. Yang Wang Jian, Mr. Chen Hanhong and Ms. Eva Au; the non-executive Director is Ms. Yu Jiaoli; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili.