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GREEN INTERNATIONAL

Holdings Limited

格林國際控股有限公司

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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2700)

CLARIFICATION AND SUPPLEMENTAL INFORMATION IN RELATION TO THE AGM CIRCULAR AND THE AGM NOTICE

Reference is made to the circular (the “**AGM Circular**”) of Green International Holdings Limited (the “**Company**”) dated 31 May 2024 in relation to (among other things) the Share Issue Mandate and the Share Buy-back Mandate, and the notice (the “**AGM Notice**”) convening the annual general meeting of the Company to be held on 25 June 2024 (the “**AGM**”). Unless otherwise defined or the context otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the AGM Circular.

In response to the recent changes in the Listing Rules, the Company wishes to provide the following clarifications and supplemental information in relation to the AGM Circular and the AGM Notice:

1. Where the AGM Circular and the AGM Notice refer to the total issued Shares or share capital of the Company in issue, they should be taken to mean the total issued Shares or share capital of the Company in issue (excluding treasury shares, if any).
2. Where the AGM Circular and the AGM Notice refer to the new issue of Shares, they are not intended to cover the sale or transfer of treasury shares, even if permitted by the rules after 11 June 2024.

3. The section headed “Undertaking of the Directors” as contained in Appendix I on page 9 of the AGM Circular should be amended and replaced entirely with the text below:

“The Directors will exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands. The Directors have confirmed that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

In respect of any Shares which are bought back under the Share Buy-back Mandate, the Company presently intends to cancel them rather than hold them as treasury shares. If there is any deviation from this intention statement, the Company will provide its reasons in the next day disclosure return and ensure compliance with the Listing Rules and the laws of the Cayman Islands (such as those regarding the holding of treasury shares in its own name and the suspension of rights such as voting, dividend and distribution).”

On 12 April 2024, the Stock Exchange published its consultation conclusions on “Proposed Amendments to Listing Rules Relating to Treasury Shares”, with rule amendments scheduling to come into effect on 11 June 2024 for the purposes of, among other things, (a) removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents; and (b) adopting a framework in the Listing Rules to govern the resale of treasury shares. The Directors acknowledge that the flexibility provided under the said rule amendments may be beneficial to the Company in the long run, as it provides the Company with an additional channel to manage its capital structure. However, as the rule amendments are only recently introduced, the Company would like to observe the development of market practices and regulatory guidance before benefiting from such flexibility. Therefore, the Board wishes to make an intention statement in the explanatory statement of the AGM Circular that any Shares bought back are presently intended to be cancelled rather than held as treasury shares. Further, the Board wishes to clarify that Resolution No. 4 of the AGM Notice (in respect of the Share Issue Mandate) and Resolution No. 6 of the AGM Notice (in respect of extension of the Share Issue Mandate by the addition thereto of the number of Shares bought-back under the Share Buy-back Mandate) presently sought from Shareholders in the

upcoming AGM do not intend to confer authority to the Directors to use the general mandate to conduct any resale of treasury shares, even if permitted under the rule amendments after 11 June 2024.

This announcement is supplemental to and should be read in conjunction with the AGM Circular and the AGM Notice. Save for the supplemental information provided hereunder, all the other information contained in the AGM Circular and the AGM Notice remains unchanged.

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

Hong Kong, 7 June 2024

As at the date of this announcement, the executive Directors are Mr. Yu Zhoujie (Chairman) and Mr. Yu Xiangjin; the non-executive Directors are Mr. Chen Hanhong and Mr. Liu Dong; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi and Mr. Wang Chunlin.