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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting 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 Wednesday, 26 June 2019, at 3:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2018;
2. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and its subsidiaries and to authorize the board of directors of the Company (the “**Board**”) to fix its remuneration;
3.
  - (a) To re-elect Mr. Liu Dong as an executive Director;
  - (b) To re-elect Mr. Wu Hong as an independent non-executive Director;
  - (c) To re-elect Mr. David Tsoi as an independent non-executive Director; and
  - (d) To authorize the Board to fix the remuneration of the Directors;
4. “**THAT:**
  - (a) subject to paragraphs (c) and (d) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company (the “**Share Issue Mandate**”) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options, securities convertible or exchangeable into Shares or similar rights which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options, securities convertible or exchangeable into Shares or similar rights, the making, issuing or granting of which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of the subscription rights under the share option scheme of the Company or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; or (iii) the exercise of rights of conversion or exchange under the terms of any convertible securities or exchangeable securities issued by the Company; or (iv) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly;
- (d) the Share Issue Mandate shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, including the restrictions for using the Share Issue Mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration; and
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that day (subject to such exclusions or other arrangements as the Directors may deem necessary or

expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).

“**Benchmarked Price**” means the higher of: (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Share Issue Mandate; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Share Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Share Issue Mandate; and (iii) the date on which the placing or subscription price is fixed.”

5. “**THAT**:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- (c) the shares to be bought-back or agreed conditionally or unconditionally to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

6. “**THAT**, subject to the passing of Resolutions 4 and 5 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the share capital of the Company bought-back by the Company under the authority granted pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the issued share capital of the Company at the date of the passing of this resolution.”
7. “**THAT**:
- (a) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of and permission to deal in the new shares of the Company which may be issued upon the exercise of share options to be granted under the new share option scheme of the Company (the “**Scheme**”), the terms of which are set out in the printed document marked “**A**” now produced to this Meeting and for the purpose of identification signed by the Chairman hereof and subject to such amendments to the Scheme as the Stock Exchange may request, the Scheme be approved and adopted to be the new share option scheme of the Company; and
- (b) the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to and administer the Scheme including but not limited to (i) the offer or grant of options notwithstanding that they or any of them may be interested in the same; (ii) the issue and allotment of shares in the Company upon the exercise of any options under the Scheme notwithstanding that they or any of them may be interested in the same; (iii) modification and/or amendment of the terms of the Scheme as permitted by the provisions of the Scheme or in accordance with the requirements of the Listing Rules; and (iv) making application from time to time to the Stock Exchange for the listing of and permission to deal in the new shares of the Company which may be issued upon the exercise of the share options to be granted under the Scheme.”

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

Hong Kong, 24 May 2019

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

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognized clearing house (or its nominees(s) and in each case, being a corporation), it may authorize such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the forthcoming annual general meeting is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. 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.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.