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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 1708, 17/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 9 June 2022, 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 2021;
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. Chen Hanhong as a non-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 number of shares 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 the number of shares 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 number shall not exceed 10% of the issued shares of the Company at the date of the passing of this resolution.”

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

Hong Kong, 28 April 2022

*Principal place of business in Hong Kong:*  
Suite 1708, 17/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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. Tuesday, 7 June 2022 at 3:00 p.m.) 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. In order to determine the eligibility to attend and vote at the AGM, the Company's register of members will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both days inclusive, during which no transfer of shares of the Company will be effected. In order to be qualified to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 2 June 2022.
5. As at the date of this notice, the executive Directors are Mr. Liu Dong and Mr. Yu Xiangjin; non-executive Directors are Mr. Chen Hanhong and Mr. Yu Zhoujie (Chairman); and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi and Mr. Wang Chunlin.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in effect any time after 8:00 a.m. on the date of the AGM, the AGM will not be held on that date but will be postponed to a later date. If the AGM is postponed, the Company will post an announcement on the web sites of the Company and the Stock Exchange to notify Shareholders of the date, time and venue of the rescheduled meeting.

## Special arrangements relating to COVID-19:

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the requirements for prevention and control of its spread, the Company will implement preventive measures at the meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection and/or to comply with the laws of Hong Kong, including: (a) the conducting of compulsory body temperature checks on every Shareholder, proxy and other attendees at the entrance of the meeting venue, and any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the meeting venue or be required to leave the meeting venue; (b) every attendee being required to wear surgical face mask inside the meeting venue at all times; (c) seating arrangements inside the venue to maintain social distancing; (d) no refreshments or souvenirs being provided inside the meeting venue; and (e) limitation being imposed on the number of attendees at the meeting as may be necessary to avoid over-crowding and/or compliance with the laws of Hong Kong. The Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees and/or the compliance with the laws of Hong Kong. The Company hereby reminds the Shareholders not to attend the meeting if they have contracted or are suspected to have contracted COVID-19 or are subject to quarantine or self-quarantine in relation to COVID-19 or have had close contact with anybody who has contracted or is suspected to have contracted COVID-19.

To comply with the social distancing measures under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) (together, the “**Regulations**”), the following additional arrangements will be made for the meeting:

- (a) Shareholders are reminded that physical attendance in person at the meeting is not necessary for the exercise voting rights, as Shareholders may submit proxy forms and appoint the chairman of the meeting (the “**Chairman**”) as their proxy to vote on the relevant resolutions at the meeting. To comply with the Regulations, the meeting is intended to be held with the minimum number of persons present as is legally required to form a quorate meeting by Directors or other senior staff members who are Shareholders or proxy. Any shareholder, corporate representative or proxy who seeks to attend the meeting in person must demonstrate to the satisfaction of the Company that his/her entry to the meeting venue is in compliance with the Regulations. Shareholders who are unsure as to the Regulations should refer to the “Frequently Asked Questions on New Requirements to Reduce Gatherings” at the Government’s COVID-19 dedicated web page at [https://www.coronavirus.gov.hk/eng/social\\_distancing-faq.html](https://www.coronavirus.gov.hk/eng/social_distancing-faq.html).
- (b) Subject to prior registration and completion of identity verification, Shareholders may view and listen to the meeting through a live webcast (the “**Webcast**”) which can be accessed using computers, mobile phones or any browser-enabled electronic or communication devices. Any Shareholder who wishes to access the

meeting by Webcast shall contact the Company before 3:00 p.m. on Tuesday, 7 June 2022 to obtain a passcode to join the AGM via this email address: agm2022@green-international.com, or by telephone: (852) 2169 0813. Shareholders may be required to provide the Company with their personal particulars, including: (a) full name; (b) registered address; (c) number of shares held; (d) contact telephone number; and (e) email address for successful registration. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the meeting until its conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

- (c) Shareholders having completed registration and identity verification can submit questions to the Company in advance of the meeting via this email address: agm2022@green-international.com. Shareholders having completed registration and identity verification can also submit questions during the meeting through the message board of the Webcast. Subject to the discretion of the Chairman as to the proper conduct of the meeting, questions relevant to the business of the meeting will be addressed by the Company during the meeting.
- (d) If a Shareholder wishes to vote on any resolution at the meeting, he/she is recommended to appoint the Chairman as his/her proxy to vote on his/her behalf by completing and returning the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong not less than 48 hours before the time for holding the meeting. Through the arrangements above, Shareholders and/or their proxies will not be deprived of their rights at the meeting, including speaking, putting forward questions relating to the business to be discussed, and voting on the resolution to be proposed at the meeting.
- (e) If you are not a registered Shareholder, e.g. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited, you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.
- (f) No remote voting system is provided at the Webcast. For the avoidance of doubt, presence at the Webcast is not counted as quorum or attendance of the meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

The Company is closely monitoring the impact of COVID-19 pandemic in Hong Kong. Depending on the development of situation regarding the epidemic nearer the time of the meeting, additional precautionary measures may be implemented as may be appropriate. Should any changes are required to be made to the meeting arrangements, the Company will notify the Shareholders by further announcement(s) on the websites of the Company and the Stock Exchange. Shareholders are reminded to read the announcements made by the Company nearer the time of the meeting.