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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Greentech Technology International Limited, you should at once hand or forward this circular, together with the accompanying form of proxy, to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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綠科科技
Greentech

GREENTECH TECHNOLOGY INTERNATIONAL LIMITED

綠科科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00195)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of the Company is set out on pages 3 to 7 of this circular. A notice convening the annual general meeting of the Company to be held at Suites 2202-4, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. is set out on pages 15 to 20 of this circular. A form of proxy for use by the shareholders of the Company at the annual general meeting is published on the website of the Stock Exchange and that of the Company.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event by 11:00 a.m. on Tuesday, 25 June 2024 or not later than 48 hours before the time appointed for holding of the annual general meeting or any adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment or postponement thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

19 April 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement for the Repurchase Mandate	8
Appendix II – Biographical Details of the Directors Subject to Re-election	11
Notice of Annual General Meeting	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2023 AGM”	the annual general meeting of the Company held on 29 June 2023;
“AGM”	the annual general meeting of the Company to be held at Suites 2202-4, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. (or any adjournment or postponement thereof);
“Articles of Association”	the Articles of Association of the Company currently in force;
“Board”	the board of Directors;
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Greentech Technology International Limited (綠科科技國際有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate;
“Group”	the Company and any entity in which the Company, directly or indirectly, holds any equity interest;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot and otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant ordinary resolution to grant such mandate;
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for inclusion of certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase not exceeding 10% of the number of issued Shares as at the date of passing of the relevant ordinary resolution to grant such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	per cent.; and
“*”	for identification purpose only

LETTER FROM THE BOARD



綠科科技
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GREENTECH TECHNOLOGY INTERNATIONAL LIMITED

綠科科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00195)

Executive Directors:

Tan Sri Dato' Koo Yuen Kim *P.S.M., D.P.T.J. J.P.*
(Chairman)

Ms. Xie Yue *(Chief Executive Officer)*

Mr. Li Zheng

Ms. Peng Zhihong

Datin Chong Lee Hui

Registered office:

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

Independent Non-executive Directors:

Datin Sri Lim Mooi Lang

Mr. Kim Wooryang

Ms. Peng Wenting

*Principal place of business
in Hong Kong:*

Suites 2202-4, 22/F, Tower 6
The Gateway, Harbour City,
Tsim Sha Tsui, Kowloon,
Hong Kong

19 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the proposed re-election of Directors, will be proposed.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2023 AGM, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total number of not more than 10% of the total issued Shares on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) the Repurchase Mandate to purchase Shares on the Stock Exchange of an aggregate number of Shares of up to 10% of the issued Shares on the date of passing such resolution;
- (b) the General Mandate to allot, issue or deal with Shares of an aggregate number of Shares of up to 20% of the issued Shares on the date of passing such resolution; and
- (c) the extension of the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue were 1,366,000,000 Shares. Assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 273,200,000 Shares, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 136,600,000 Shares.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 4 respectively of the notice of the AGM as set out on pages 15 to 20 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises eight Directors, of which Tan Sri Dato' Koo Yuen Kim *P.S.M., D.P.T.J. J.P.* (“**Tan Sri Dato' Koo**”), Ms. Xie Yue, Mr. Li Zheng, Ms. Peng Zhihong and Datin Chong Lee Hui are the executive Directors; Datin Sri Lim Mooi Lang, Mr. Kim Wooryang and Ms. Peng Wenting are the independent non-executive Directors.

According to article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Further, in accordance with articles 87 and 88 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to article 86(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

As such, Mr. Li Zheng, Datin Chong Lee Hui, Datin Sri Lim Mooi Lang and Mr. Kim Wooryang will retire at the AGM. The retiring Directors, being eligible, will offer themselves for re-election at the AGM. For your further information, brief biographical details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

The nomination committee of the Board (“**Nomination Committee**”) reviewed the structure, size, and composition of the Board and considered the skills and expertise of the independent non-executive Directors as well as their personal ethics, integrity and the willingness to commit time to the affairs of the Group. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

LETTER FROM THE BOARD

The Nomination Committee has recommended to the Board, and the Board thus recommends the re-election for each of Mr. Li Zheng, Datin Chong Lee Hui, Datin Sri Lim Mooi Lang and Mr. Kim Wooryang at the AGM.

4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 20 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

Pursuant to article 66 of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll if voting by way of poll is required, among other matters, by the Listing Rules.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by 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.

Accordingly, all the ordinary resolutions in the notice of the AGM will be put to vote by way of poll at the AGM.

A form of proxy for use at the AGM is published on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Whether or not you are able to attend the AGM, you are requested to complete the accompanying 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 11:00 a.m. on Tuesday, 25 June 2024 or not later than 48 hours before the time appointed for holding of the adjourned or postponed AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or the adjournment or postponement thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

Closure of register of members

To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 21 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of Shares 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 20 June 2024 (Hong Kong time).

5. 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.

6. RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

7. ADDITIONAL INFORMATION

Your attention is drawn to the explanatory statement for the Repurchase Mandate set out in Appendix I to this circular and the biographical details of the Directors subject to re-election set out in Appendix II to this circular.

Yours faithfully,
For and on behalf of the Board
Greentech Technology International Limited
Tan Sri Dato' Koo Yuen Kim
P.S.M., D.P.T.J. J.P
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. REASONS FOR SHARE REPURCHASE

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,366,000,000 Shares in issue. Subject to the passing of the Ordinary Resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and on the basis that there is no change in the number of issued Shares from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 136,600,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

3. FUNDING OF REPURCHASES

The Company is empowered by the Articles of Association to purchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws and regulations of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

The Companies Act provides that the amount of capital repaid in connection with the securities repurchase must have been provided for out of the profits of the Company and/or out of the proceeds of a fresh issue of the securities made for the purpose of the repurchase to such an extent allowable under the Companies Act.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Tan Sri Dato' Koo, Chairman and executive Director, and Ms. Fu Jingqi, being parties acting in concert (as defined in the Takeovers Code), together held a total of 402,732,353 Shares, representing approximately 29.48% of the entire issued share capital of the Company.

In the event that the Directors exercise the Repurchase Mandate in full, the aggregate shareholdings of Tan Sri Dato' Koo and Ms. Fu Jingqi will be increased to approximately 32.76% of the entire issued share capital of the Company. Such increase would give rise to an obligation on Tan Sri Dato' Koo and Ms. Fu Jingqi to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no intention to repurchase Shares to such an extent as would result in any obligation of Tan Sri Dato' Koo and Ms. Fu Jingqi or any other Shareholder to make a mandatory offer under the Takeovers Code.

In the event that the power to repurchase Shares pursuant to the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

6. GENERAL

To the best of their knowledge after having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

7. MARKET PRICES OF SHARES

During the twelve months preceding the Latest Practicable Date, the highest and lowest prices per Share at which such Shares have been traded on the Stock Exchange were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	0.650	0.365
May	0.530	0.450
June	0.540	0.415
July	0.495	0.435
August	0.490	0.450
September	0.485	0.445
October	0.470	0.410
November	0.460	0.405
December	0.450	0.395
2024		
January	0.420	0.255
February	0.345	0.248
March	0.350	0.290
April (up to the Latest Practicable Date)	0.470	0.415

8. REPURCHASE OF SHARES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Shares during the six months immediately preceding the Latest Practicable Date (whether on Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the same meeting are provided below.

(i) Mr. Li Zheng (“Mr. Li”), executive Director

Mr. Li, aged 59, has been appointed as executive director of the Company with effect from 23 December 2021. Mr. Li was graduated from Nanchang University (南昌大學) with a Bachelor of Accounting in 2007 through distance learning. Mr. Li received the accountant qualification from the Ministry of Finance in the PRC in May 1997. Since June 2020, Mr. Li has been appointed as the vice general manager of Shenzhen Yongshi Construction Co., Ltd.* (深圳永實建設有限公司). He was formerly (i) the director of the administration and finance division of Shenzhen Top One Real Estate Development Co., Ltd.* (深圳拓萬房地產開發有限公司) from April 2008 to September 2009; (ii) the finance director and the general manager of Guangdong L’sea Group Limited* (廣東利海集團有限公司) from September 2009 to June 2016; and (iii) general manager of Guangzhou Changyue Property Management Co., Ltd.* (廣州昌躍物業管理有限公司) from June 2016 to November 2021. Mr. Li was a non-executive Director of the Company during the period of 14 April 2020 to 17 July 2020.

Mr. Li has entered into a service contract with the Company for a term of 3 years commencing from 23 December 2021. Mr. Li is currently entitled to receive a monthly director’s fee of HK\$30,000.

As at the Latest Practicable Date, Mr. Li did not have any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Li has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Mr. Li does not have any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Li that need to be brought to the attention of the Shareholders.

(ii) Datin Chong Lee Hui (“Datin Chong”), executive Director

Datin Chong, aged 48, has more than 23 years’ experience of practising in the area of real estate and project development in the legal industry. She is a practicing lawyer in Malaysia. Datin Chong joined Messrs. Halim Hong & Quek as an advocate and solicitor since October 2000, with her current position as a senior partner of the firm. Datin Chong has vast experience in advising and representing major property developers in the sale and purchase transactions of mixed developments, landed stratified developments, guarded neighbourhood projects, as well as commercial industrial developments with freehold and leasehold titles. Datin Chong does also advise foreigners on legal matters relating to property purchases in Malaysia, as well as real estate taxes.

Datin Chong graduated with a Bachelor’s Degree in Laws from the University of London in August 1998 and obtained a Master of Laws from the University of Malaya in August 2003.

Datin Chong Lee Hui was appointed to the board of Avaland Berhad (formerly known as MCT Berhad), the shares of which are listed on the Main Market of Bursa Malaysia Securities Berhad in Malaysia (stock code: KLSE-5182), as an independent non-executive director since July 2022. She is the chairperson of the nomination and remuneration committee and serves as a member of the audit and risk management committee.

Datin Chong is entrusted by Real Estate and Housing Developers’ Association Malaysia (REHDA) as one of the tasks force committee members to discuss with respective stakeholders on the proposed amendments to Housing Development (Control and Licensing) Act 1966 and Strata Management Act 2013.

Datin Chong has entered into a service contract with the Company for a term of three years commencing from 29 February 2024. Datin Chong is currently entitled to receive a monthly director’s fee of HK\$30,000 as an executive Director.

As at the Latest Practicable Date, Datin Chong did not have any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Datin Chong does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Datin Chong has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Datin Chong does not have any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Datin Chong that need to be brought to the attention of the Shareholders.

(iii) Datin Sri Lim Mooi Lang (“Datin Sri Lim”), independent non-executive Director

Datin Sri Lim, aged 55, has been an independent non-executive Director since 14 April 2020. Datin Sri Lim graduated from the University of Malaya with a Bachelor of Accounting in 1993. She is a member of the Malaysian Institute of the Certified Public Accountants. She is also a chartered accountant with the Malaysian Institute of Accountants. Datin Sri Lim joined the Lion Group in May 1993, of which she is now a general manager of the Tax, Finance Division. Since January 2020 and up to the Latest Practicable Date, Datin Sri Lim has been appointed as an independent non-executive director, a member of the audit committee, a member of risk committee, a member of the remuneration committee and a member of nomination committee of Sentoria Group Berhad, a company listed on the Bursa Malaysia (stock code: 5213).

Datin Sri Lim has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2023. Datin Sri Lim is currently entitled to a monthly director’s fee of HK\$20,000.

As at the Latest Practicable Date, Datin Sri Lim did not have any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Datin Sri Lim does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Datin Sri Lim has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Datin Sri Lim does not have any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Datin Sri Lim that need to be brought to the attention of the shareholders of the Company.

Datin Sri Lim made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee is of the view that Datin Sri Lim meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Datin Sri Lim has extensive experience in accounting and auditing. In considering the re-election of the Datin Sri Lim, the Nomination Committee has considered the past performance of Datin Sri Lim, the independence confirmations pursuant to Rule 3.13 of the Listing Rules being furnished to the Company and the background, skills, knowledge and experience of Datin Sri Lim having regard to the board diversity policy adopted by the Board. The Nomination Committee considered that the appointment of the Datin Sri Lim can contribute to the diversity of the Board having regard to her background, skills, knowledge and experience in the area of accounting. The re-election of Datin Sri Lim as an independent non-executive Director will continue to further replenish the valuable knowledge of the Board in the area of accounting. As such, the Nomination Committee recommended the re-appointment of Datin Sri Lim to the Board for the Board to recommend to the Shareholders for re-election at the AGM. The Board believes her re-election is in the interests of the Company and its Shareholders as a whole and therefore she should be re-elected.

(iv) Mr. Kim Wooryang (“Mr. Kim”), independent non-executive Director

Mr. Kim, aged 32, has been appointed as an independent non-executive Director since 14 April 2020. Mr. Kim graduated from the Renmin University of China with a Bachelor of Laws in 2014. In September 2015, Mr. Kim joined Qianyang (Hong Kong) Co., Limited* (乾陽香港有限公司), of which he is now an assistant to the general manager. Mr. Kim has years of work experience in foreign trade with sound networking connections in foreign trade industry.

Mr. Kim has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2023. Mr. Kim is currently entitled to a monthly director’s fee of HK\$20,000.

As at the Latest Practicable Date, Mr. Kim did not have any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kim does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Kim has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Mr. Kim does not have any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Kim that need to be brought to the attention of the Shareholders.

Mr. Kim made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee is of the view that Mr. Kim meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Mr. Kim has years of work experience in foreign trade with sound networking connections in foreign trade industry. In considering the re-election of the Mr. Kim, the Nomination Committee has considered the past performance of Mr. Kim, the independence confirmations pursuant to Rule 3.13 of the Listing Rules being furnished to the Company and the background, skills, knowledge and experience of Mr. Kim having regard to the board diversity policy adopted by the Board. The Nomination Committee considered that the appointment of the Mr. Kim can contribute to the diversity of the Board having regard to his background, skills, knowledge and work experience. The re-election of Mr. Kim as an independent non-executive Director will bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. As such, the Nomination Committee recommended the re-appointment of Mr. Kim to the Board for the Board to recommend to the Shareholders for re-election at the AGM. The Board believes his re-election is in the interests of the Company and its Shareholders as a whole and therefore he should be re-elected.

NOTICE OF ANNUAL GENERAL MEETING



綠科科技
Greentech

GREENTECH TECHNOLOGY INTERNATIONAL LIMITED

綠科科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00195)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Greentech Technology International Limited (“**Company**”) will be held at Suites 2202-4, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”) and the auditors of the Company for the year ended 31 December 2023;
2. To pass the following resolutions, each as a separate resolution:
 - 2.1 To re-elect Mr. Li Zheng as executive Director;
 - 2.2 To re-elect Datin Chong Lee Hui as executive Director;
 - 2.3 To re-elect Datin Sri Lim Mooi Lang as an independent non-executive Director;
and
 - 2.4 To re-elect Mr. Kim Wooryang as an independent non-executive Director; and
 - 2.5 To authorise the board of Directors (“**Board**”) to fix the respective Directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the applicable laws of Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares on the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; 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;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options granted under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of the Company; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20% of the aggregate number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes 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;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held;

“**Rights Issue**” means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening this Meeting (“**Notice**”), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue on the date of the passing of this resolution.”

By Order of the board of Directors of
Greentech Technology International Limited
Tan Sri Dato’ Koo Yuen Kim
P.S.M., D.P.T.J. J.P
Chairman

Hong Kong, 19 April 2024

As at the date of this notice, the board of Directors comprises the following:

Executive Directors:

Tan Sri Dato’ Koo Yuen Kim *P.S.M., D.P.T.J. J.P*
(Chairman)
Ms. Xie Yue *(Chief Executive Officer)*
Mr. Li Zheng
Ms. Peng Zhihong
Datin Chong Lee Hui

Registered office:

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

Independent Non-executive Directors:

Datin Sri Lim Mooi Lang
Mr. Kim Wooryang
Ms. Peng Wenting

Principal place of business

in Hong Kong:
Suites 2202-4, 22/F, Tower 6
The Gateway, Harbour City,
Tsim Sha Tsui, Kowloon,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding of the AGM (i.e. 11:00 a.m. on Tuesday, 25 June 2024) or any adjournment or postponement thereof.
- (4) For the purpose of determining the entitlement of the members to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 21 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no transfer of Shares of the Company will be registered. Members whose names appear on the register of members of the Company on Thursday, 27 June 2024 will be entitled to attend and vote at the annual general meeting. All transfers of Shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 20 June 2024.
- (5) If a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the annual general meeting of the Company, the annual general meeting of the Company will be postponed automatically. Members may visit the website of the Company at <http://www.green-technology.com.hk> for details of the postponed meeting.