
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 this circular, together with the enclosed 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 5 to 9 of this circular (the “Circular”). A notice convening the annual general meeting (the “AGM”) of the Company to be held at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 August 2020 at 11:00 a.m. is set out on pages 20 to 26 of this Circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM (i.e. 11:00 a.m. on Tuesday, 25 August 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

29 July 2020

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 August 2020 at 11:00 a.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM as set out on pages 20 to 26 of this Circular;
“Articles of Association”	the Articles of Association of the Company (as amended from time to time);
“Board”	the board of Directors;
“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;
“Company Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Director(s)”	director(s) of the Company;
“General Mandates”	the Repurchase Mandate and the Issue 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;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to issue, allot and otherwise deal with securities not exceeding 20% of the number of shares of the Company in issue as at the date of passing of the relevant ordinary resolution to grant such mandate;
“Latest Practicable Date”	22 July 2020, being the latest practicable date prior to the printing of this circular for inclusion of certain information herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolutions”	the proposed ordinary resolutions set out in the AGM Notice;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase the Shares not exceeding 10% of the number of shares of the Company in issue 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\$0.005 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	per cent.; and
“*”	for identification purpose only

EXPECTED TIMETABLE

2020

(Hong Kong time)

Latest time for lodging transfer of Shares in order to be
entitled to attend and vote at AGM 4:30 p.m., Friday, 21 August 2020

Closure of register of members of the Company for
the entitlement to attend and vote at the AGM Monday, 24 August 2020 to
Thursday, 27 August 2020
(both days inclusive)

Record date for determining entitlement to attend and
vote at the AGM Thursday, 27 August 2020

Latest time for lodging forms of proxy for the AGM Tuesday, 25 August 2020 at 11:00 a.m.

AGM Thursday, 27 August 2020 at 11:00 a.m.

Announcement of the results of the AGM Thursday, 27 August 2020

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

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
(Mr. Hsu Jing-Sheng as his alternate) (*Chairman*)
Ms. Xie Yue (*Co-Chief Executive Officer*)
Mr. Hsu Jing-Sheng (*Co-Chief Executive Officer*)
Mr. Li Dong
Mr. Wang Chuanhu
Mr. Sim Tze Jye

Independent Non-executive Directors:

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

Registered Office:

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

*Principal place of business
in Hong Kong:*

Suite No. 1B on 9/F, Tower 1
China Hong Kong City
33 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

29 July 2020

To the Shareholders

Dear Sir/Madam,

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

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with information on (i) the proposed renewal of the general mandates to issue, allot and otherwise deal with new Shares and to repurchase Shares and the extension of Issue Mandate; (ii) the Directors to be re-elected at the AGM; and (iii) notice of AGM, for consideration on the related resolutions to be put forward at the AGM.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

In order to ensure flexibility when it is desirable to allot additional Shares or to repurchase Shares, the Directors will seek the approval of Shareholders to grant new general mandates to issue, allot and otherwise deal with new Shares and to repurchase Shares at the AGM.

Issue Mandate

Two Ordinary Resolutions, as set out in the AGM Notice, will be proposed for the following purpose:

- Ordinary Resolution no. 4 — to grant to the Directors a general mandate to issue, allot and otherwise deal with new Shares up to a maximum of 20% of the number of issued shares of the Company as at the date of passing of the resolution; and
- Ordinary Resolution no. 6 — to increase the number of shares of the Company which the Directors may issue, allot and otherwise deal with under the Issue Mandate in the Ordinary Resolution no. 4 by the number of shares of the Company repurchased under the Repurchase Mandate in the Ordinary Resolution no. 5 provided that both Ordinary Resolutions no. 4 and 5 were passed at the AGM.

The Company had in issue an aggregate of 6,830,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the aforesaid Ordinary Resolution no. 4 and in accordance with the terms therein, the Company would be allowed to issue additional Shares up to a maximum of 1,366,000,000 Shares on the basis that no further Shares will be issued or repurchased prior to the AGM.

Repurchase Mandate

The Ordinary Resolution no. 5 as set out in the AGM Notice will be proposed to grant to the Directors a general mandate to exercise the powers of the Company to repurchase the Company's fully paid up Shares representing up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of the resolution.

The Listing Rules contain provisions to regulate the repurchase of their own securities on the Stock Exchange by companies with primary listings on the Stock Exchange.

LETTER FROM THE BOARD

In accordance with the Listing Rules, Appendix I to this Circular serves as the explanatory statement to provide the Shareholders with the requisite information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the Ordinary Resolution for granting of the Repurchase Mandate.

Both the Issue Mandate and the Repurchase Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises nine 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. Hsu Jing-Sheng, Mr. Li Dong, Mr. Wang Chuanhu and Mr. Sim Tze Jye are executive Directors; Datin Sri Lim Mooi Lang, Mr. Kim Wooryang and Ms. Peng Wenting are 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.

LETTER FROM THE BOARD

As such, Mr. Hsu Jing-Sheng, Mr. Li Dong, Mr. Wang Chuanhu, Mr. Sim Tze Jye, Datin Sri Lim Mooi Lang, Mr. Kim Wooryang and Ms. Peng Wenting 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 Company 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.

Datin Sri Lim Mooi Lang (“**Datin Sri Lim**”) is a Certified Public Accountants and a chartered accountant with the Malaysian Institute of Accountants. The nomination committee of the Company has assessed and reviewed the written confirmation of independence submitted by Datin Sri Lim based on the criteria set out in Rule 3.13 of the Listing Rules, and is of the view that Datin Sri Lim is independent and is able to complement the professional background of the Board’s composition in terms of expertise in accounting and financial reporting.

Mr. Kim Wooryang (“**Mr. Kim**”) graduated from the Renmin University of China with a Bachelor of Laws. Mr. Kim has years of work experience in foreign trade with sound networking connections in foreign trade industry. The nomination committee of the Company has assessed and reviewed the written confirmation of independence submitted by Mr. Kim based on the criteria set out in Rule 3.13 of the Listing Rules, and is of the view that Mr. Kim is independent and is able to bring legal and business knowledge and experience to the Group.

Ms. Peng Wenting (“**Ms. Peng**”) is a private entrepreneur in the PRC who has good understanding in foreign trade and extensive network resources. The nomination committee of the Company has assessed and reviewed the written confirmation of independence submitted by Ms. Peng based on the criteria set out in Rule 3.13 of the Listing Rules, and is of the view that Ms. Peng is independent and is able to bring business experience and resources to the Group and contribute to the future development of the Group in overseas market.

The nomination committee of the Company has recommended to the Board, and the Board thus recommends each of Datin Sri Lim, Mr. Kim and Ms. Peng for re-election as an independent non-executive Director at the AGM. Separate resolutions will be proposed for re-election for each of Datin Sri Lim, Mr. Kim and Ms. Peng at the AGM.

4. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 20 to 26 of the Circular to consider the resolutions relating to the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors.

LETTER FROM THE BOARD

5. ACTION TO BE TAKEN

A form of proxy for the AGM is also enclosed with the Circular and such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.green-technology.com.hk>). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time appointed for holding of the AGM (i.e. 11:00 a.m. on Tuesday, 25 August 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish.

6. VOTING BY POLL

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 by the rules of Stock Exchange or a poll is otherwise demanded in accordance with that article 66.

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 AGM Notice will be put to vote by way of poll at the AGM.

7. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the extension of Issue Mandate referred to in Ordinary Resolution no. 6 in the AGM Notice, the Repurchase Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders as a whole. Moreover, the necessary information for seeking Shareholders' approval on the aforesaid matters are already set out herein for consideration. The Directors recommend that all Shareholders should vote in favour of the related Ordinary Resolutions to be proposed at the AGM.

8. 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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration as to whether to vote for or against the Ordinary Resolution to be proposed at the AGM for granting the Repurchase Mandate.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) the shares proposed to be purchased by the company are fully-paid up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had in issue an aggregate of 6,830,000,000 Shares which are fully paid.

Subject to the passing of the Ordinary Resolution no. 5 as set out in the AGM Notice and in accordance with the terms therein, the Company would be allowed under the Repurchase Mandate to repurchase fully paid up Shares of a maximum of 683,000,000 Shares representing 10% of the issued share capital of the Company as at the date of the passing of this resolution on the basis that no further Shares will be issued or repurchased prior to the AGM.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile. At any time in the future when Shares trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interests in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net asset value and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that the repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association of the Company and the Articles of Association and the applicable laws and regulations of the Cayman Islands. Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of repurchase. The premium, if any, payable on repurchase must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased. The Company may not purchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

POSSIBLE MATERIAL ADVERSE IMPACT

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2019) 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 propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels. 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.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which Shares have been traded were as follows:

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
July	0.069	0.054
August	0.062	0.050
September	0.068	0.044
October	0.058	0.042
November	0.160	0.045
December	0.200	0.149
2020		
January	0.182	0.135
February	0.172	0.130
March	0.139	0.098
April	0.134	0.095
May	0.129	0.097
June	0.11	0.092
July (up to the Latest Practicable Date)	0.12	0.085

REPURCHASES 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.

DIRECTORS' UNDERTAKING

The Directors have undertaken to Stock Exchange to exercise the powers of the Company to make repurchase under the Repurchase Mandate in accordance with the Listing Rules and laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum of Association of the Company and Articles of Association.

EFFECT OF THE TAKEOVERS CODE

Pursuant to Rule 32 of the Takeovers Code, if as a result of repurchase of the Shares by the Company, a substantial Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase of the shareholding, 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 a party acting in concert (as defined in the Takeovers Code) with Tan Sri Dato' Koo, together held a total of 2,013,661,766 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 to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase Shares to such an extent as would result in any obligation 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%.

DIRECTORS' DEALINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their close associates (as defined in the Listing Rules) presently intends to sell Shares to the Company in the event that the Repurchase Mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

CORE CONNECTED PERSONS

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 Repurchase Mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

The biographical details of the eleven Directors proposed to be re-elected at the AGM are set out as follows:

(i) **Mr. Hsu Jing-Sheng**, executive Director

Mr. Hsu Jing-Sheng, aged 49, has been an executive Director and co-chief executive officer of the Company since 14 April 2020. Mr. Hsu graduated from Soochow University in Taiwan with a Bachelor of Laws in 1995. He obtained a Master of Laws from the National Chung Cheng University in Taiwan in 1999 and received a degree of executive master of business administration (EMBA) from Tsinghua University in the People's Republic of China (the "PRC") in 2010. Mr. Hsu is an attorney at law in Taiwan, a holder of legal practice qualification in the PRC and a registered foreign lawyer in Hong Kong. Mr. Hsu has been a senior consultant at Beijing Zhong Yin Law Firm since 2009 and a partner at Zhong Yin Law Firm (Taiwan) since 2014. Mr. Hsu is now the group general counsel at each of Perfect Group Holdings Limited and its subsidiary, Perfect (China) Co., Ltd.* (完美(中國)有限公司), each of which Tan Sri Dato' Koo is the chairman of the board of directors. Tan Sri Dato' Koo is also the controlling shareholder of Perfect Group Holdings Limited. He is also a director and shareholder of Golden Eagle Brokerage Limited, of which Tan Sri Dato' Koo is the chairman of the board of directors and the controlling shareholder. Mr. Hsu is currently a non-executive director of Bay Area Gold Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1194), and is an alternate director to Tan Sri Dato' Koo (who is also an executive Director and a substantial shareholder of the Company) in the Company.

Mr. Hsu has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2020. Mr. Hsu is currently entitled to a monthly director's fee of HK\$30,000 as an executive Director and monthly remuneration of HK\$136,667 as co-chief executive officer of the Company.

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

Save as disclosed above, Mr. Hsu does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Hsu 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. Hsu 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. Hsu that need to be brought to the attention of the shareholders of the Company.

(ii) **Mr. Li Dong**, executive Director

Mr. Li Dong, aged 51, has been appointed as an executive director since August 2017 and was the chairman of the Company during the period from August 2017 to April 2020. He graduated from University of Science and Technology of China with a Bachelor of Science degree. Previously, he was the deputy general manager of Toshiba notebook department, the general manager of marketing department and the general manager of handheld device network department in Lenovo. He also served as the general manager of Beijing Tianlang Voice Technology Co. Ltd.* (北京天朗語音科技有限公司), the vice president of Zhonghuan Communications Co., Ltd.* (中寰通信公司) of China Satellite Communications Group* (中國衛通集團), the executive vice president of C&T Group* (華夏建通集團), and the vice president and director of C&T Technology Development Co., Ltd.* (華夏建通科技開發股份有限公司). He is currently the chairman of Cybernaut Greentech Investment Group* (賽伯樂綠科投資集團) and the vice chairman of Cybernaut Investment Group* (賽伯樂投資集團).

As at the Latest Practicable Date, Mr. Li holds 50% shares in Beijing Oriental Greentech Investment Management Co., Ltd.* (北京東方綠科投資管理有限公司) which holds (i) 25% shares of Beijing Dinglian Beien Investment Consultation Co., Ltd.* (北京鼎聯倍恩投資諮詢有限公司), a shareholder holding 5% shares in Cybernaut Greentech (Shanghai) Investment Management Co., Ltd.* (賽伯樂綠科(上海)投資管理有限公司) (“**Cybernaut Greentech Shanghai**”) and (ii) 50% shares of Beijing Cybernaut Greentech Investment Management Co., Ltd.* (北京賽伯樂綠科投資管理有限公司), a shareholder holding 95% shares in Cybernaut Greentech Shanghai. Cybernaut Greentech Shanghai holds 50% shares of Hangzhou Sai Xu Tong Investment Management Co., Ltd.* (杭州賽旭通投資管理有限公司) (“**Sai Xu Tong**”). Sai Xu Tong is the general partner of and has 1% interest in Shanghai Gangmei Information Technology Center (Limited Partnership)* (上海港美信息科技中心(有限合夥)), which holds 50% shares of Cybernaut Greentech Investment Holding (HK) Limited (“**Cybernaut Greentech HK**”), a substantial shareholder of the Company. As Cybernaut Greentech HK is not a corporation controlled by Mr. Li, Mr. Li does not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Li has entered into a service contract with the Company for a term of 3 years commencing from March 2018. Mr. Li is currently entitled to receive a monthly director’s fee of HK\$30,000.

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 of the Company.

(iii) **Mr. Wang Chuanhu**, executive Director

Mr. Wang, aged 52, has been appointed as an executive Director since April 2014. Mr. Wang graduated from North China University of Technology in 1987 and obtained a bachelor degree in management from Beijing Municipal Committee of the CPC Party School in 1998. Prior to joining the Group, Mr. Wang has over 26 years' extensive experience in design of large enterprises, investment and operational management in various industrial, construction and commercial sectors in the PRC.

Mr. Wang has entered into a service contract with the Company for a term of 1 year commencing from 1 April 2020. Mr. Wang is currently entitled to a monthly director's fee of HK\$30,000.

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

Save as disclosed above, Mr. Wang does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Wang 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. Wang 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. Wang that need to be brought to the attention of the shareholders of the Company.

(iv) **Mr. Sim Tze Jye**, executive Director

Mr. Sim, aged 39, has been an executive Director since 14 April 2020. Mr. Sim graduated from the University of Bath in the United Kingdom with a Bachelor of Science in Economics and International Development in 2002. Mr. Sim is a director of Perfect Hexagon Limited, a company incorporated in Hong Kong. He is also a director of each of Perfect Hexagon (Singapore) Pte. Ltd. and Takamaya (Singapore) Pte. Ltd., both incorporated in Singapore.

Mr. Sim has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2020. Mr. Sim is currently entitled to receive a monthly director's fee of HK\$30,000.

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

Save as disclosed above, Mr. Sim does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Sim 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. Sim 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 appointment of Mr. Sim that need to be brought to the attention of the shareholders of the Company.

(v) **Datin Sri Lim Mooi Lang**, independent non-executive Director

Datin Sri Lim, aged 51, 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, 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 2020. 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.

(vi) **Mr. Kim Wooryang**, independent non-executive Director

Mr. Kim, aged 29, has been 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 entered into a service contract with the Company for a term of 3 years commencing from 14 April 2020. 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 of the Company.

(vii) **Ms. Peng Wenting**, independent non-executive Director

Ms. Peng, aged 32, has been an independent non-executive Director since 14 April 2020. In June 2015, Ms. Peng joined Guangzhou Jin Duo Duo Catering Co., Ltd.* (廣州金多多餐飲有限公司), at which she is now a general manager.

Ms. Peng has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2020. Ms. Peng is currently entitled to receive a monthly director's fee of HK\$20,000.

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

Save as disclosed above, Ms. Peng does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Ms. Peng 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, Ms. Peng 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 Ms. Peng that need to be brought to the attention of the shareholders of the Company.



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 IS HEREBY GIVEN that the annual general meeting of Greentech Technology International Limited (the “**Company**”) will be held at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 27 August 2020 at 11:00 a.m. for the following purposes.

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company for the year ended 31 December 2019;
2. To re-elect:
 - 2.1 Mr. Hsu Jing-Sheng as executive Director and authorise the board of Directors to fix his remuneration;
 - 2.2 Mr. Li Dong as executive Director and authorise the board of Directors to fix his remuneration;
 - 2.3 Mr. Wang Chuanhu as executive Director and authorise the board of Directors to fix his remuneration;
 - 2.4 Mr. Sim Tze Jye as executive Director and authorise the board of Directors to fix his remuneration;
 - 2.5 Datin Sri Lim Mooi Lang as independent non-executive Director and authorise the board of Directors to fix her remuneration;
 - 2.6 Mr. Kim Wooryang as independent non-executive Director and authorise the board of Directors to fix his remuneration;

NOTICE OF ANNUAL GENERAL MEETING

- 2.7 Ms. Peng Wenting as independent non-executive Director and authorise the board of Directors to fix her remuneration;
3. To appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors 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 (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which carry rights to subscribe for or are convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which carry rights to subscribe for or are convertible into Shares which would or might require the exercise of such powers 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) and issued 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 any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or
- (iv) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares; or
- (v) a specific authority granted by the shareholders of the Company,

shall not exceed 20 per cent. of the number of Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) subject to the passing of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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;
- (ii) 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 the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares in the capital of the Company on Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and Stock Exchange for this purpose (**“Recognised Stock Exchange”**), subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution be limited accordingly;
- (c) subject to the passing of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (d) for the purpose of this resolution, **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) 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 the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to the passing of the resolutions numbered 4 and 5 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition thereto of an amount of the shares representing the amount of the Shares repurchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice provided that such amount shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date of 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, 29 July 2020

NOTICE OF ANNUAL GENERAL MEETING

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
(Mr. Hsu Jing-Sheng as his alternate) (*Chairman*)
Ms. Xie Yue (*Co-Chief Executive Officer*)
Mr. Hsu Jing-Sheng (*Co-Chief Executive Officer*)
Mr. Li Dong
Mr. Wang Chuanhu
Mr. Sim Tze Jye

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:*

Suite No. 1B on 9/F, Tower 1
China Hong Kong City
33 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, 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 August 2020) or any adjournment thereof.
- (4) Pursuant to the articles of association of the Company, the Chairman of the meeting will demand a poll on the resolution(s) set out in this notice put to the vote at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (5) 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 Monday, 24 August 2020 to Thursday, 27 August 2020, 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 August 2020 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 21 August 2020.
- (6) If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting of the Company, the annual general meeting of the Company will be postponed or adjourned. Members may visit the website of the Company at <http://www.green-technology.com.hk> for details of the rescheduled meeting.