

---

**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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Greentech Technology International Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy in blue, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**PROPOSED ADOPTION OF SHARE OPTION SCHEME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the EGM 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 Wednesday, 16 June 2021 at 11:30 a.m. is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy in blue for use at the EGM is also enclosed.

Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed form of proxy in blue 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM (i.e. on or before 11:30 a.m. on Monday, 14 June 2021) or any adjournment thereof. Completion and return of the form of proxy in blue shall not preclude you from attending and voting in person at the EGM or adjournment thereof should you so wish.

29 April 2021

---

## PRECAUTIONARY MEASURES FOR THE EGM

---

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 EGM 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 and transfer office 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](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: +852 2980 1333  
Fax: +852 2810 8185

---

## CONTENT

---

<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I – Summary of the principal terms of the rules of the Share Option Scheme</b> .....	I-1
<b>Notice of EGM</b> .....	EGM-1

---

## DEFINITIONS

---

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

“Articles of Association”	the Articles of Association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended from time to time
“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 and the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 11:30 a.m. on Wednesday, 16 June 2021 at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, the notice of which is set out on pages EGM-1 to EGM-4 of this circular
“Eligible Participant(s)”	the persons who may be invited by the Directors to take up the Options comprising:  (a) any eligible employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company or any of its subsidiaries; and  (b) any non-executive director (including independent non-executive directors) of the Company or any of its subsidiaries.

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“inside information”	has the meaning ascribed to it in the SFO
“Latest Practicable Date”	27 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company
“Offer”	an offer for the grant of an Option made in accordance with the Share Option Scheme
“Offer Date”	the date, which must be a business day, on which an Offer is made to an Eligible Participant
“Option(s)”	as the context may require, any option(s) granted or (as the case may be) to be granted to Eligible Participant(s) to subscribe for Share(s) under the Share Option Scheme
“Option Period”	in respect of any particular Option, a period (which may not expire later than 10 years from the Offer Date of that Option) to be determined and notified by the Directors to the grantee thereof and, in the absence of such determination, from the Offer Date to the earlier of (i) the date on which such Option lapses under the provisions of the Share Option Scheme; and (ii) 10 years from the Offer Date of that Option
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

---

## DEFINITIONS

---

“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 Share(s)
“Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the EGM for the benefit of the Group, its employees, directors, subsidiaries and other Eligible Participants, a summary of the principal terms of which is set out in the Appendix I to this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Termination Date”	the date which falls 10 years after the date of adoption (subject to the passing of a resolution by Shareholders at the EGM to so approve) of the Share Option Scheme
“%”	per cent.

---

LETTER FROM THE BOARD

---



**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)**

*Executive Directors:*

Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P  
(Dr. HSU Jing-Sheng as his alternate) *(Chairman)*  
Ms. XIE Yue *(Co-Chief Executive Officer)*  
Dr. HSU Jing-Sheng *(Co-Chief Executive Officer)*  
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

29 April 2021

*To the Shareholders*

Dear Sir or Madam

**PROPOSED ADOPTION OF SHARE OPTION SCHEME**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the EGM and to provide you with information regarding proposed adoption of the Share Option Scheme.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED ADOPTION OF SHARE OPTION SCHEME

#### Share Option Scheme

The Board proposes to adopt the Share Option Scheme pursuant to Chapter 17 of the Listing Rules and a resolution will be proposed at the EGM for the adoption of the Share Option Scheme.

The Directors consider that the Share Option Scheme will enable the Group to reward the Eligible Participants (comprising directors and employees of the Group) for their contributions to the Group and will assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth and development of the Group. The Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an Option must be held before an Option can be exercised on a case by case basis. Given that the subscription price of an Option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of the Options will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the Options granted.

Pursuant to the terms of the Share Option Scheme, the Board shall have the right to determine and select Eligible Participants to whom the Options shall be granted. The eligibility of any of the Eligible Participants to an Offer shall be determined by the Directors from time to time on the basis of their past and future potential contribution to the development and growth of the Group with reference to, among other matters, the role and responsibilities of the Eligible Participant, the length of service period and the contribution of the Eligible Participant as may be reflected in the performance of the Group.

As at the Latest Practicable Date, there were 6,830,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of adoption of the Share Option Scheme, the initial maximum number of Shares that may be allotted and issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company will be 683,000,000 Shares, being approximately 10% of the Company's issued share capital as at the date of approval of the Share Option Scheme by the Shareholders at the EGM. The Company may seek approval by its Shareholders to renew 10% limit on the basis that the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme together with any Options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes shall not exceed 30% of the issued share capital of the Company from time to time.

---

## LETTER FROM THE BOARD

---

None of the Directors is a trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee. With respect to the operation of the Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

Unless otherwise determined by the Directors and stated in the Offer to a grantee, there is no performance target and no minimum period for which an Option must be held before it can be exercised under the Share Option Scheme. The subscription price for Shares on the exercise of Options under the Share Option Scheme as determined by the Board, subject to any adjustments made pursuant to the Share Option Scheme, shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

### **Value of Options that can be granted under the Share Option Scheme**

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Scheme as if they had been granted on the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date prior to the approval of the Share Option Scheme at the EGM will not be meaningful to the Shareholders, since the Options will be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement to do so. In addition, the calculation of the value of the Options is based on a number of variables such as exercise price, exercise period, interest rate, expected volatility and other relevant variables. As Options have not been granted under the Share Option Scheme, certain variables are not available for calculating the value of the Options. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would even be misleading to the Shareholders.

### **Conditions of the adoption of the Share Option Scheme**

The adoption of the Share Option Scheme is conditional upon:

- (a) the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued upon the exercise of Options in accordance with the terms and conditions of the Share Option Scheme (up to 10% of the Shares in issue as at the date of the EGM); and
- (b) the passing of the necessary resolution of the Shareholders at the EGM to approve and adopt the Share Option Scheme.

---

## LETTER FROM THE BOARD

---

### General

A summary of the principal terms of the rules of the Share Option Scheme which is proposed to be approved and adopted by the Company at the EGM is set out in the Appendix I to this circular. A copy of the rules of the Share Option Scheme is available for inspection at Suite No.1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsing Sha Tsui, Kowloon, Hong Kong during normal business hours for the period from the date of this circular to 13 May 2021 (inclusive of both dates) and at the EGM.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme (up to 10% of the Shares in issue as at the date of the EGM).

As at the Latest Practicable Date, no Option had been agreed to be granted under the Share Option Scheme and the Company had no plan or intention to grant the Options. Subject to the Shareholders' approval of the Share Option Scheme at the EGM, the Board will then consider the grant of Options to the Eligible Participants and may not rule out the possibility of granting Options in the coming 12 months. In any event, any grant will be made in accordance with the requirements of the Share Option Scheme and the Listing Rules.

### 3. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages EGM-1 to EGM-4 of this circular. At the EGM, an resolution will be proposed to approve the adoption of the Share Option Scheme. In compliance with the Listing Rules, the proposed resolution will be voted on by way of a poll at the EGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy in blue for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in blue 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by 11:30 a.m. on Monday, 14 June 2021 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned EGM. Completion and return of the form of proxy in blue will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy in blue previously submitted shall be deemed to be revoked.

---

## LETTER FROM THE BOARD

---

### Closure of register of members

To ascertain a member's entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021 (both days inclusive), during which no transfer of Shares will be registered. The record date for determining the eligibility to attend the EGM will be on Wednesday, 9 June 2021. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Wednesday, 9 June 2021 (Hong Kong time).

### 4. 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.

### 5. RECOMMENDATION

The Directors consider that the adoption of the Share Option Scheme are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Summary of the principal terms of the rules of the Share Option Scheme) to this circular.

Yours faithfully,  
By Order 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 a summary of the principal terms of the Share Option Scheme proposed to be adopted at the EGM:*

**(1) PURPOSE OF THE SHARE OPTION SCHEME**

The purpose of the Share Option Scheme is to enable the Company to grant Options to the Eligible Participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

**(2) WHO MAY JOIN**

The Directors (which expression shall, for the purpose of this Appendix, include a duly authorised committee thereof) may subject to the provisions of the Share Option Scheme and the Listing Rules, invite any person belonging to any of the following classes of Eligible Participants, to take up Options to subscribe for Shares:

- (a) any eligible employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company or any of its subsidiaries; and
- (b) any non-executive director (including independent non-executive directors) of the Company or any of its subsidiaries;

The basis of eligibility of any of the Eligible Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his past and future potential contribution to the development and growth of the Group with reference to, among other matters, the role and responsibilities of the Eligible Participant, the length of service period and the contribution of the Eligible Participant as may be reflected in the performance of the Group.

**(3) MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION**

- (a) The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company in issue from time to time.

- (b) The total number of Shares which may be allotted and issued upon exercise of all Options (excluding, for this purpose, Options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue on the day on which the Share Option Scheme is approved at the EGM, which is 683,000,000 Shares (assuming there will be no change in the number of issued Shares between the Latest Practicable Date and the date of approval of the Share Option Scheme at the EGM) (“**General Scheme Limit**”).
- (c) Subject to (a) above and without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit. For the purpose of calculating such refreshed limit, Options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option scheme of the Group will not be counted. The circular to be sent by the Company to the Shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.
- (d) Subject to (a) above and without prejudice to (c) above, the Company may seek separate Shareholders’ approval in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (c) above to Eligible Participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a general description of the specified participants, the number and terms of Options to be granted, the purpose of granting Options to the specified participants with an explanation as to how the terms of the Options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.
- (e) If the Company conducts a share consolidation or sub-division after the General Scheme Limit, or if applicable, the refreshed limit referred to in (c) above, has been approved in general meeting, the maximum number of Shares that may be issued upon exercise of all options granted (but yet exercised) and to be granted under the Share Option Scheme or any other share option schemes of the Group under the General Scheme Limit, or if applicable, the refreshed limit referred to in (c) above, as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

**(4) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT**

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding Options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (“**Individual Limit**”). Any further grant of Options under the Share Option Scheme and any other share option scheme of the Group (including exercised, cancelled and outstanding Options) to each participant in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular (which will contain the identity of the relevant participant and the number and terms of the options previously granted to such participant) to the Shareholders and the Shareholders’ approval in general meeting of the Company with such participant and his close associates (or his associates if the participant is a connected person) abstaining from voting. The number and terms (including the exercise price) of the Options to be granted to such participant must be fixed before Shareholders’ approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

**(5) GRANT OF OPTIONS TO CONNECTED PERSONS**

- (a) Any grant of Options under the Share Option Scheme to a Director, chief executive of the Company or substantial Shareholder, or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associate is the proposed grantee of the Options).
- (b) Where any grant of Options to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
  - (i) representing in aggregate over 0.1% of the Shares in issue; and
  - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million;

such further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing, among other things, information required under Rule 17.04(3) of the Listing Rules. The grantee, his associates and all core connected persons (as defined in the Listing Rules) of the Company must abstain from voting at such general meeting. Any vote taken at the meeting to approve the grant of such Options must be taken on a poll. Any change in the terms of Options granted to a substantial Shareholder or an independent non-executive Director or any of their respective associates must be approved by the independent Shareholders in general meeting.

**(6) TIME OF ACCEPTANCE OF AN OFFER OF THE GRANT OF OPTION AND  
EXERCISE OF OPTION**

An Offer may be accepted by an Eligible Participant within such time as may be specified in the Offer (which shall not be later than 21 days from the Offer Date) and the Option in respect of the number of Shares in respect of which the Offer was so accepted will be deemed to have been granted on the Offer Date.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day upon which the grant of Options is but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof.

**(7) MINIMUM PERIOD AND PERFORMANCE TARGETS**

Unless otherwise determined by the Directors and stated in the Offer to a grantee, a grantee is not required to hold an Option for any minimum period nor achieve any performance targets before any Options granted under the Share Option Scheme can be exercised.

**(8) SUBSCRIPTION PRICE FOR SHARES**

The subscription price for Shares under the Share Option Scheme shall, subject to any adjustments made pursuant to the Share Option Scheme, be a price determined by the Directors, but shall be at least the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share. A nominal consideration of HK\$1.00 is payable to the Company on acceptance of the grant of an Option.

The subscription price is subject to adjustments to be made in accordance with the Share Option Scheme.

**(9) RANKING OF SHARES**

- (a) Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association and will rank equally and without preference in all respects with the then existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (“**Exercise Date**”). Accordingly, the holder of the Shares will entitle to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be before the Exercise Date. No dividends (including distributions made upon the liquidation of the Company) will be payable and no voting rights will be exercisable in relation to an Option that has not been exercised. A Share issued and allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the grantee on the register of members of the Company as the holder thereof.
- (b) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, re-classification or reconstruction of the share capital of the Company from time to time.

**(10) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS**

For so long as the Shares are listed on the Stock Exchange, the Company may not grant any Options after inside information has come to its knowledge until (and including) the trading day after it has announced the information. In particular, the Company may not grant any Option during the period commencing one month immediately before the earlier of (a) the date of the meeting of the Directors (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), and (b) the last date on which the Company must announce its results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), including any period of delay in publishing the results announcement and ending on the date of the results announcement. The Directors may not make any Offer to an Eligible Participant who is subject to the required standard of dealings as set out in the Model Code or any corresponding code or securities dealing restrictions adopted by the Company during the period or times in which such Eligible Participants is prohibited from dealing in Shares pursuant to such code.

**(11) PERIOD OF THE SHARE OPTION SCHEME**

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted.

**(12) RIGHTS ON CEASING EMPLOYMENT**

If the grantee of an Option is an eligible employee and ceases to be an eligible employee for any reason other than death, ill-health or retirement in accordance with his contract of employment or for persistent or serious misconduct or other grounds referred to in sub-paragraph (15) below before exercising his Option in full, the Option (to the extent not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine. In such case, the grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the Group whether salary is paid in lieu of notice or not.

Eligible employee means any employee (whether full time or part time employee, including any executive director but not any non-executive director) of the Company or any of its subsidiaries.

**(13) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT**

If the grantee of an Option is an eligible employee and ceases to be an eligible employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the Option in full, his personal representative(s), or, as appropriate, the grantee may exercise the Option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation which date shall be the last day on which the grantee was at work with the Group whether salary is paid in lieu of notice or not or such longer period as the Directors may determine.

**(14) RIGHTS ON DISMISSAL**

If the grantee of an Option is an eligible employee and ceases to be an eligible employee by reason that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Group into disrepute), or (if so determined by the Directors) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the eligible employee's service contract with the Company or the relevant subsidiary of the Company, his Option will lapse automatically and will not in any event be exercisable on or after the date of cessation to be an eligible employee.

**(15) RIGHTS ON BREACH OF CONTRACT**

If the Directors shall at their absolute discretion determine that (a)(i) the grantee of any Option (other than an eligible employee) or his associate has committed any breach of any contract entered into between the grantee or his associate on the one part and the Group on the other part; or (ii) that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (iii) the grantee could no longer make any contribution to the growth and development of the Group by reason of the cessation of his relations with the Group or by other reason whatsoever; and (b) the Option granted to the grantee under the Share Option scheme shall lapse, his Option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

**(16) RIGHTS ON A GENERAL OFFER, A COMPROMISE OR ARRANGEMENT**

If a general or partial offer, whether by way of take-over offer, share repurchase offer, or scheme of arrangement or otherwise in like manner is made to all the Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, (with necessary changes being made), and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, a grantee shall be entitled to exercise his Option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his Option at any time up to the close of such offer (or any revised offer) or the record date for entitlement under the scheme of arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and the Shareholders (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice of the meeting to the Shareholders or creditors to consider such scheme or arrangement, and thereupon any grantee may forthwith and until the expiry of the period commencing on such date and ending with the earlier the date falling two calendar months thereafter or the date on which such compromise or arrangement is sanctioned by the Court be entitled to exercise his Option (to the extent not already exercised), but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require such grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his Option so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date the proposed compromise or arrangement becomes effective.

**(17) RIGHTS ON WINDING UP**

In the event of a resolution being proposed for the voluntary winding-up of the Company during the Option Period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than two business days prior to the date on which such resolution is to be considered and/or passed, exercise his Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the Share Option Scheme and the Company shall allot and issue to the grantee the Shares in respect of which such grantee has exercised his Option not less than one business day before the date on which such resolution is to be considered and/or passed whereupon the grantee shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation equally and without preference with the holders of the Shares in issue on the day prior to the date of such resolution. Subject to the above, all Options then outstanding shall lapse and determine on the commencement of the winding-up of the Company.

**(18) ADJUSTMENTS TO THE SUBSCRIPTION PRICE**

In the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital of the Company whilst an Option remains exercisable or the Share Option Scheme remains in effect, such corresponding alterations (if any) certified by the auditors of the Company for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number or nominal amount of Shares, the subject matter of the Share Option Scheme and the Option so far as unexercised and/or the exercise price of the Option concerned, provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled prior to such alteration; (ii) the issue of Shares or other securities of the Group as consideration in a transaction may not be regarded as a circumstance requiring adjustment; and (iii) no alteration shall be made the effect of which would be to enable a Share to be issued at less than its nominal value, and in each case, any adjustment must be made in compliance with the Listing Rules and such rules, codes and guidance notes of the Stock Exchange from time to time. In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

Unless otherwise stipulated by the applicable laws, the effective date of any adjustment in accordance with the provisions of the Share Option Scheme shall be the triggering event effective date, which for this purpose, shall refer to, in respect of each relevant event resulting in alteration in the capital structure of the Company referred to above, the day on which the Shares relating to such event are allotted or, as the case may be, created.

**(19) CANCELLATION OF OPTIONS**

Save as the breach of paragraph (21) and subject to Chapter 17 of the Listing Rules, any cancellation of Options granted but not exercised must be subject to the consent of the relevant grantee and the approval of the Directors.

When the Company cancels any Option granted to a grantee but not exercised and issues new Options to the same grantee, the issue of such new Option(s) may only be made with available unissued Options (excluding the Options so cancelled) within the General Scheme Limit or the new limits approved by the Shareholders pursuant to sub-paragraphs (3)(c) and (d) above.

**(20) TERMINATION OF THE SHARE OPTION SCHEME**

The Company may by resolution in general meeting at any time terminate the Share Option Scheme and in such event no further Options shall be offered but in all other respects the provisions of the Share Option Scheme shall remain in force and effect in all other respects to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

**(21) RIGHTS ARE PERSONAL TO THE GRANTEE**

An Option is personal to the grantee and shall not be transferable or assignable.

**(22) LAPSE OF OPTION**

An Option shall lapse automatically (to the extent not already exercised) on the earliest of (a) the expiry of the Option Period in respect of such Option; (b) the expiry of the periods or dates referred to in paragraphs (12), (13), (14), (15), (16) and (17); or (c) the date on which the Directors exercise the Company's right to cancel the Option by reason of a breach of paragraph (21) above by the grantee.

**(23) OTHERS**

- (a) The Share Option Scheme is conditional on the passing of the necessary resolution to approve and adopt the Share Option Scheme in general meeting of the Company and the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares to be issued pursuant to the exercise of any Options which may be granted under the Share Option Scheme, such number being not less than that of the General Scheme Limit.

- (b) The Share Option Scheme may be altered in any respect by a resolution of the Directors except that the provisions of the Share Option Scheme as to (i) the definitions of “Eligible Participants”, “Grantee”, “Option Period” and “Termination Date” and (ii) the provisions of the Share Option Scheme relating to the matters governed by Rule 17.03 of the Listing Rules, shall not be altered to the advantage of grantees or prospective grantees except with the prior sanction of a resolution of the Shareholders in general meeting. No such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the grantees as would be required of the Shareholders under the Articles of Association for a variation of the rights attached to the Shares.
- (c) Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme.
- (d) Any change to the authority of the Directors in relation to any alteration to the terms of the Share Option Scheme shall be approved by the Shareholders in general meeting.
- (e) The amended terms of the Share Option Scheme or the Options shall comply with the relevant requirements of Chapter 17 of the Listing Rules.

---

## NOTICE OF EGM

---



**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 EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Greentech Technology International Limited (“Company”) will be held at 11:30 a.m. on Wednesday, 16 June 2021 at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, approving, with or without amendments, the following ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** conditional upon the The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the new share option scheme of the Company (“**New Share Option Scheme**”, the rules of which are summarised in the circular of the Company dated 29 April 2021 (“**Circular**”)), and such number of shares being not less than that of the General Scheme Limit (as defined in the Circular), the rules of the New Share Option Scheme be and are hereby approved and adopted and that the directors of the Company be and are hereby authorised to do all such acts and sign such documents to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (1) administer the New Share Option Scheme;

---

## NOTICE OF EGM

---

- (2) modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);
- (3) at their absolute discretion to grant options to subscribe for Shares and to issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options which may fall to be granted under the New Share Option Scheme;
- (4) take all such steps as may be necessary, desirable or expedient to carry into effect the New Share Option Scheme from the close of business of the day on which this resolution is passed; and
- (5) Provided that if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the General Scheme Limit shall be adjusted to the effect that the number of Shares subject to the General Scheme Limit 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.”

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 April 2021

---

## NOTICE OF EGM

---

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  
(Dr. Hsu Jing-Sheng as his alternate) (*Chairman*)  
Ms. XIE Yue (*Co-Chief Executive Officer*)  
Dr. HSU Jing-Sheng (*Co-Chief Executive Officer*)  
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

---

## NOTICE OF EGM

---

*Notes:*

- (1) A member of the Company entitled to attend and vote at the EGM 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 EGM 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 in blue 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. on or before 11:30 a.m. on Monday, 14 June 2021) or any adjournment thereof.
- (4) Pursuant to the articles of association of the Company, the chairman of the EGM will demand a poll on the resolution set out in this notice put to the vote at the EGM.
- (5) For the purpose of determining the entitlement of the members to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021, 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 Wednesday, 16 June 2021 will be entitled to attend and vote at the EGM. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 9 June 2021.
- (6) If Typhoon Signal No. 8 or above, "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 EGM, the EGM 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 EGM.