
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 4 to 8 of this circular. A notice convening the annual general meeting of the Company to be held at Suites 2202-4, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 29 June 2023 at 11:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use by the shareholders of the Company at the annual general meeting is sent to you with this circular.

Whether or not you are able to attend the annual general meeting, 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event by 11:00 a.m. on Tuesday, 27 June 2023 or not later than 48 hours before the time appointed for holding of the annual general meeting or any adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment or postponement thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

18 April 2023

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DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company held on 23 June 2022;
“AGM”	the annual general meeting of the Company to be held at Suites 2202-4, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 29 June 2023 at 11:00 a.m. (or any adjournment or postponement thereof);
“Articles of Association”	the Articles of Association of the Company currently in force;
“Board”	the board of Directors;
“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;
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate;
“Group”	the Company and any entity in which the Company, directly or indirectly, holds any equity interest;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot and otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant ordinary resolution to grant such mandate;
“Latest Practicable Date”	12 April 2023, being the latest practicable date prior to the printing of this circular for inclusion of certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase not exceeding 10% of the number of issued Shares as at the date of passing of the relevant ordinary resolution to grant such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	per cent.; and
“*”	for identification purpose only

EXPECTED TIMETABLE

2023

(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., Wednesday, 21 June 2023

Closure of register of members of the Company for
the entitlement to attend and vote at the AGM. Friday, 23 June 2023 to
Thursday, 29 June 2023
(both days inclusive)

Record date for determining entitlement to attend and
vote at the AGM Thursday, 29 June 2023

Latest time for lodging forms of proxy for the AGM Tuesday, 27 June 2023 at 11:00 a.m.

AGM. Thursday, 29 June 2023 at 11:00 a.m.

Announcement of the results of the AGM Thursday, 29 June 2023

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.*
(Dr. Hsu Jing-Sheng as his alternate) *(Chairman)*
Ms. Xie Yue *(Co-Chief Executive Officer)*
Dr. Hsu Jing-Sheng *(Co-Chief Executive Officer)*
Mr. Li Zheng
Ms. Peng Zhihong

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:*

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

18 April 2023

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2022 AGM, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total number of not more than 10% of the total issued Shares on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

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

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

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

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 4 respectively of the notice of the AGM as set out on pages 16 to 21 of this circular.

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

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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

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

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

As such, Tan Sri Dato' Koo, Ms. Xie Yue, Ms. Peng Zhihong 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.

LETTER FROM THE BOARD

Ms. Peng Wenting 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. She is a private entrepreneur in the People's Republic of China ("PRC") who has good understanding in foreign trade and extensive network resources. She was an independent non-executive Director of the Company during the period from 14 April 2020 to 31 August 2021.

The nomination committee of the Company has recommended to the Board, and the Board thus recommends the re-election for each of Tan Sri Dato' Koo, Ms. Xie Yue, Ms. Peng Zhihong and Ms. Peng Wenting at the AGM.

4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 16 to 21 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

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

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

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

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 11:00 a.m. on Tuesday, 27 June 2023 or not later than 48 hours before the time appointed for holding of the adjourned or postponed AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or the adjournment or postponement thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

Closure of register of members

To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 23 June 2023 to Thursday, 29 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 21 June 2023 (Hong Kong time).

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

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

7. ADDITIONAL INFORMATION

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

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

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

1. REASONS FOR SHARE REPURCHASE

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

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

2. SHARE CAPITAL

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

3. FUNDING OF REPURCHASES

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

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

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

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

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

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

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

6. GENERAL

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

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

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

Month	Highest HK\$	Lowest HK\$
2022		
April	0.206	0.160
May	0.205	0.162
June	0.995	1.000
July	0.950	0.800
August	0.890	0.600
September	0.660	0.430
October	0.540	0.455
November	0.560	0.455
December	0.500	0.420
2023		
January	0.560	0.425
February	0.600	0.440
March	0.495	0.410
April (up to the Latest Practicable Date)	0.445	0.365

8. REPURCHASE OF SHARES MADE BY THE COMPANY

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

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

(i) Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P (“Tan Sri Dato' Koo”), executive Director

Tan Sri Dato' Koo, aged 64, has been appointed as a non-executive Director since March 2018 and re-designated as an executive Director since 14 April 2020. He is a renowned entrepreneur in Malaysia and the PRC. He has served as a chairman of the board of directors of Perfect Group Holdings Limited (完美集團控股有限公司) and as a director of Perfect (China) Co., Ltd (完美(中國)有限公司), where Ms. Peng Zhihong, an executive Director, has served as a director and occupied other senior management positions at Perfect (China) Co., Ltd. He focuses on production and sales work of such company. He is also experienced in company management and merger and acquisition. His remarkable business acumen and savvy has led his entrepreneurial ventures to success both in China and Malaysia and he has received recognitions from wide range of organisations.

Tan Sri Dato' Koo has entered into a service contract with the Company for a term of three (3) years commencing from 14 April 2023. Tan Sri Dato' Koo is currently entitled to receive a monthly director's fee of HK\$30,000 as an executive Director.

As at the Latest Practicable Date, Tan Sri Dato' Koo was interested in 402,732,353 Shares, representing approximately 29.48% of the issued share capital of the Company.

Save as disclosed above, Tan Sri Dato' Koo does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company and Tan Sri Dato' Koo 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, Tan Sri Dato' Koo 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 Tan Sri Dato' Koo that need to be brought to the attention of the Shareholders.

(ii) Ms. Xie Yue (“Ms. Xie”), executive Director

Ms. Xie, aged 31, has been appointed as an executive Director since August 2017. She has also been appointed as a co-chief executive officer of the Company with effect from 14 April 2020. She graduated from the Renmin University of China with a bachelor’s degree in law in 2013, and a master degree in management from Imperial College London in the United Kingdom in 2014. Ms. Xie is currently the chief executive officer of So Salad (Shenzhen) Technology Co., Ltd.* (瘦沙拉(深圳) 科技有限公司), in charge of the overall management and financing business.

Ms. Xie has entered into a service contract with the Company for a term of three (3) years commencing from 1 November 2020. Ms. Xie is currently entitled to receive a monthly director’s fee of HK\$30,000 as an executive Director, a monthly remuneration of HK\$54,617 as a co-chief executive officer of the Company and an annual remuneration of AUD180,000 as the financial controller of YT Parksong Australia Holding Pty Limited, an indirect non-wholly owned subsidiary of the Company.

As at the Latest Practicable Date, Ms. Xie was interested in 13,660,000 Shares, representing 1% of the issued share capital of the Company.

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

(iii) Ms. Peng Zhihong, executive Director

Ms. Peng Zhihong, aged 49, has been appointed as an executive Director since 14 April 2023. She graduated from Jiangxi University of Finance and Economics in Jiangxi Province, the PRC, with a bachelor of finance in July 2012 and a master of advanced business administration in June 2015. Ms. Peng Zhihong has extensive experience in finance management and corporate strategic development. She has served as a director and occupied other senior management positions at Perfect (China) Co., Ltd (完美(中國)有限公司), where Tan Sri Dato' Koo, an executive Director and the chairman of the Board, is a director of Perfect (China) Co., Ltd. She is currently a director at Guangdong Zhongke Baiyun Emerging Industry Venture Capital Fund Co., Ltd* (廣東中科白雲新興產業創業投資基金有限公司). She has also occupied senior management roles at Zhongshan Marie Anne Beauty Products Limited* (中山市瑪麗豔娜美容品有限公司), The Golden Eagle (Asia) Group (金鷹(亞洲)集團), SkyCo International Financial Leasing Co. Ltd. (天合國際融資租賃有限公司) and Guangdong Golden Eagle Group Ltd.* (廣東金鷹匯控股集團有限公司).

Ms. Peng Zhihong was also a member of the 12th Committee of the Chinese People's Political Consultative Conference of Zhongshan City (中國人民政治協商會議中山市第十二屆委員會委員), and has been a representative of Zhongshan City to the 16th National People's Congress of the PRC (中山市第十六屆人民代表大會代表) since 2022.

Ms. Peng Zhihong has entered into a service contract with the Company for a term of three (3) years commencing from 14 April 2023. Ms. Peng Zhihong is currently entitled to receive a monthly director's fee of HK\$30,000 as an executive Director.

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

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

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

Ms. Peng Wenting, aged 35, has been appointed as an independent non-executive Director since 2 February 2023. In June 2015, Ms. Peng Wenting 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. She is a private entrepreneur in the PRC who has good understanding in foreign trade and extensive network resources. Ms. Peng Wenting was an independent non-executive Director of the Company during the period of 14 April 2020 to 31 August 2021.

Ms. Peng Wenting has entered into a letter of appointment with the Company for a term of three (3) years commencing from 2 February 2023. Ms. Peng Wenting is currently entitled to a monthly director's fee of HK\$20,000.

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

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

NOTICE OF ANNUAL GENERAL MEETING



綠科科技
Greentech

GREENTECH TECHNOLOGY INTERNATIONAL LIMITED

綠科科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00195)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Greentech Technology International Limited (“**Company**”) will be held at Suites 2202-4, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 29 June 2023 at 11:00 a.m. for the following purposes.

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”) and the auditors of the Company for the year ended 31 December 2022;
2. To pass the following resolutions, each as a separate resolution:
 - 2.1 To re-elect Tan Sri Dato’ Koo Yuen Kim *P.S.M., D.P.T.J. J.P* as executive Director;
 - 2.2 To re-elect Ms. Xie Yue as executive Director;
 - 2.3 To re-elect Ms. Peng Zhihong as executive Director;
 - 2.4 To re-elect Ms. Peng Wenting as independent non-executive Director; and
 - 2.5 To authorise the board of Directors (“**Board**”) to fix the respective Directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

“**THAT:**

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

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

NOTICE OF ANNUAL GENERAL MEETING

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held;

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

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

Hong Kong, 18 April 2023

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 Zheng
Ms. Peng Zhihong

Registered office:

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

Independent Non-executive Directors:

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

Principal place of business

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding of the AGM (i.e. 11:00 a.m. on Tuesday, 27 June 2023) or any adjournment or postponement thereof.
- (4) For the purpose of determining the entitlement of the members to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 23 June 2023 to Thursday, 29 June 2023, 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, 29 June 2023 will be entitled to attend and vote at the annual general meeting. All transfers of Shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.
- (5) If a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the annual general meeting of the Company, the annual general meeting of the Company will be postponed automatically. Members may visit the website of the Company at <http://www.green-technology.com.hk> for details of the postponed meeting.