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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)

**ANNOUNCEMENT PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE
AND
CONTINUED SUSPENSION OF TRADING**

This announcement is made by the Company pursuant to Rule 3.7 of the Takeovers Code and Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

PURPORTED POSSIBLE OFFER

On 23 October 2024, the Board received the Letter from the Interested Party stating that the Interested Party intended to make a voluntary conditional general cash offer to acquire all issued shares of the Company (other than those shares already and/or agreed to be acquired by the Interested Party or parties acting in concert with it) and cancel all outstanding share options of the Company (“**Purported Possible Offer**”) subject to conditions to be further specified and in compliance with the Takeovers Code.

According to the Letter, the Interested Party is a company incorporated in Australia, the shares of which are listed on the Australia Stock Exchange. According to the Letter, the Interested Party is Australia's largest tin producer and holding a portfolio of assets from exploration to development, its principal assets are 50% equity interest in the Renison tin operation (comprising (i) the Renison tin mine located 15 km north-east of Zeehan on Tasmania's west coast; and (ii) the Mount Bischoff project, placed on care and maintenance in 2010, which is located 80 km north of the Renison tin mine) through its 50% stake in the Bluestone Mines Tasmania Joint Venture, where the remaining 50% stake in such joint venture is held by YT Parksong Australia Holdings Pty Ltd, which in turn is indirectly owned as to 82% by a wholly-owned subsidiary of the Company.

The Board is in the course of taking professional advice with regard to the Letter and the Purported Possible Offer, as well as making enquiries with the Interested Party as to (among others) the expected timetable and terms of the Purported Possible Offer. The Company will further discuss the Purported Possible Offer with the Interested Party. Further particulars, including the terms and conditions of the Purported Possible Offer will be announced as and when appropriate and available. The Company will make further announcements in compliance with the Takeovers Code and the Listing Rules as and when appropriate or required.

SHARES IN ISSUE

As at the date of this announcement, the share capital of the Company comprises 1,366,000,000 Shares, and there are share options for 15,026,000 Shares valid and outstanding granted under the share option scheme of the Company adopted on 16 June 2021. Save as the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

MONTHLY UPDATE

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Purported Possible Offer will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

DISCLOSURE OF DEALINGS

For the purposes of the Takeovers Code, the offer period has commenced on the date of this announcement. The respective associates (as defined under the Takeovers Code and including, among others, any person who owns or controls 5% or more of any class of relevant securities) of the Interested Party and the Company are reminded to disclose their dealings in any relevant securities of the Company in accordance with Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 September 2024 pending the publication of the unaudited interim results of the Group for the six months ended 30 June 2024.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Interested Party will make the Purported Possible Offer and if it does decide to proceed with it, the Purported Possible Offer may or may not be subject to the satisfaction of a number of conditions. Shareholders and/or potential investors of the Company are advised to exercise caution in dealing in the securities of the Company. Persons who are in doubt to the action or their position should consult their stockbrokers, bank managers, solicitors or other professional advisers.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	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 and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00195)
“Director(s)”	director(s) of the Company
“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 People’s Republic of China
“Interested Party”	Metals X Limited
“Letter”	the letter dated 23 October 2024 from the Interested Party to the Company in respect of the Purported Possible Offer
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purported Possible Offer”	a possible voluntary conditional general cash offer to acquire all issued shares of the Company (other than those shares already and/or agreed to be acquired by the Interested Party or parties acting in concert with it) and cancel all outstanding share options of the Company purported to be made by the Interested Party

“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent

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 and Executive Director

Hong Kong, 30 October 2024

As at the date of this announcement, the board of directors of the Company comprises five executive directors, namely, Tan Sri Dato’ KOO Yuen Kim P.S.M., D.P.T.J. J.P, Ms. XIE Yue, Ms. PENG Zhihong, Mr. LI Zheng and Datin CHONG Lee Hui; and three independent non-executive directors, namely, Datin Sri LIM Mooi Lang, Mr. KIM Wooryang and Ms. PENG Wenting.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

This announcement will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at <http://www.green-technology.com.hk>.