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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES AND NON-COMPLIANCE WITH INED REQUIREMENTS AND AUDIT COMMITTEE REQUIREMENTS

The Board of the Company is pleased to announce that Mr. Zeng Jin has been appointed as the independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 1 March 2018.

After the appointment of Mr. Zeng, the Company currently has two independent non-executive directors. The Company is finding an additional suitable candidate for appointment as independent non-executive director of the Company to meet the requirements relating to the number of independent non-executive directors and composition of the audit committee and will make further announcement as and when appropriate.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the "**Board**") of Greentech Technology International Limited (the "**Company**") is pleased to announce that Mr. Zeng Jin ("**Mr. Zeng**") has been appointed as the independent non-executive director of the Company with effect from 1 March 2018.

Mr. Zeng, aged 56, graduated from China Central Radio and TV University (now known as The Open University of China) with a distance learning bachelor degree in Law. He has worked as a lawyer in the People's Republic of China for over 26 years and is currently a partner of Goldsun Law Firm and a director of Goldsun (Heyuan) Law Firm. Mr. Zeng had been the representative of the Eighth All China Lawyers Representatives Congress; the council member of the Ninth Session of Guangdong Lawyers Association; the council member and executive director of the Tenth Session of Guangdong Lawyers Association; the director of Continuing Education Committee of the Tenth Session of Guangdong Lawyers Association; and the chairman of the Third session of Heyuan Lawyers Association.

Mr. Zeng has not held any position in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of his appointment and does not hold any position with the Company or any member of the group companies.

As at the date of this announcement, Mr. Zeng does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Zeng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Zeng has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Zeng's appointment or any other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

As at the date of this announcement, Mr. Zeng has entered into a service contract with the Company and he will be appointed for a term of three years. Mr. Zeng will be entitled to receive a monthly director's fee of HK$16,550. Pursuant to the Company's articles of association, Mr. Zeng is subject to retirement and re-election at the first general meeting of the Company after his appointment, and in the case that he is re-elected, then he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the terms of the Company's articles of association.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

References are made to the announcements of the Company dated 3 December 2017 and 19 January 2018 respectively.

The Board announces that Mr. Zeng has been appointed as a member of each of the audit committee of the Company, the remuneration committee of the Company ("**Remuneration Committee**") and the nomination committee of the Company ("**Nomination Committee**") with effect from 1 March 2018.

Following the appointment of Mr. Zeng as an independent non-executive director and among others, a member of each of the Remuneration Committee and the Nomination Committee, each of the Remuneration Committee and the Nomination Committee comprises three members including two independent non-executive directors which fulfill the requirement of having each of the Remuneration Committee and the Nomination Committee comprising a majority of independent non-executive directors under Rule 3.25 and code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules respectively.

NON-COMPLIANCE WITH INED REQUIREMENTS AND AUDIT COMMITTEE REQUIREMENTS

References are made to the announcement of the Company dated 19 January 2018. Following the removal of Mr. James Munn as independent non-executive director of the Company with effect from 19 January 2018, the number of independent non-executive directors of the Company has fallen below the minimum number of three independent non-executive directors and one-third of the Board as required under Rules 3.10(1) and 3.10A of the Listing Rules and the Company has also become unable to fulfil the requirement of having three members on the audit committee under Rule 3.21 of the Listing Rules.

After the appointment of Mr. Zeng, the Company currently has two independent non-executive directors. The Company is finding an additional suitable candidate for appointment as independent non-executive director of the Company to meet the requirements relating to the number of independent non-executive directors and composition of the audit committee and will make further announcement as and when appropriate.

The Board would like to take this opportunity to express its warmest welcome to Mr. Zeng in joining the Board.

By the order of the Board
Greentech Technology International Limited
Li Dong
Chairman

Hong Kong, 28 February 2018

As at the date of this announcement, the board of directors of the Company comprises five executive directors, namely, Mr. LI Dong, Mr. NIE Dong, Mr. CHEUNG Wai Kuen, Mr. WANG Chuanhu and Ms. XIE Yue; and one independent non-executive director, namely, Mr. CHI Chi Hung, Kenneth.

Website: http://www.green-technology.com.hk