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Broad Greenstate International Company Limited

博大綠澤國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Broad Greenstate International Company Limited (the “**Company**”) will be held at Admiralty Conference Centre, Room 1804A, 18th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 8 October 2015 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the note purchase agreement dated 20 August 2015 (the “**Note Purchase Agreement**”) entered into between the Company and Greenland Financial Leasing Co., Ltd. 綠地融資租賃有限公司 (the “**Greenland Leasing**”), in respect of the proposed issue (the “**Proposed Issue of Notes**”) of a redeemable fixed coupon promissory note due 2016 with a principal amount of US\$40,000,000 (equivalent to approximately RMB258.4 million based on the conversion rate of US\$1 to RMB6.46) at the rate of 9.00% per annum to Greenland Leasing (a copy of the Note Purchase Agreement marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved and confirmed and ratified;
- (b) the deed of novation dated 11 September 2015 (the “**Deed of Novation**”) entered into between the Company, Greenland Leasing and Greenland Financial Overseas Investment Group Co., Ltd. (綠地金融海外投資集團有限公司) (the “**Purchaser**”) pursuant to which Greenland Leasing shall novate all its rights, obligations and liabilities under the Note Purchase Agreement to the Purchaser;
- (c) the creation and issue of the promissory note due 2016 with a principal amount of US\$40,000,000 (equivalent to approximately RMB258.4 million based on the conversion rate of US\$1 to RMB6.46) at the rate of 9.00% per annum in favour of the Purchaser pursuant to the Note Purchase Agreement (the “**Note Instrument**”) (a copy of the final form of the Note Instrument marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved;

- (d) the share charge (the “**Company Share Charge**”) relating to the charge by way of a first fixed charge all rights, entitlements, interests and benefits in the Company Charged Shares (as defined in the Note Purchase Agreement) and all derived interests proposed to be made by the Company in favor of the Purchaser (a copy of execution version of the Company Share Charge marked “C” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved;
- (e) the share charge (the “**Greenstate Times Share Charge**”) relating to the charge by way of a first fixed charge all rights, entitlements, interests and benefits in the Greenstate Times Charged Shares (as defined in the Note Purchase Agreement) and all derived interests proposed to be made by the Greenstate Times International Company Limited (綠澤時代國際有限公司) (“**Greenstate Times**”), a wholly-owned subsidiary of the Company, in favor of the Purchaser (a copy of execution version of the Greenstate Times Share Charge marked “D” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved;
- (f) any director of the Company (the “**Director**”) be and is hereby authorized to do all such things and acts, including but not limited to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the Note Purchase Agreement, the Deed of Novation, the Note Instrument, the Company Share Charge, the Greenstate Times Share Charge and all transactions contemplated thereunder.”

2. “**THAT:**

- (a) the grant of 112,750,000 share options (the “**Share Options**”) by the board (the “**Board**”) of Directors on 1 September 2015 pursuant to the share option scheme of the Company adopted on 25 June 2014 (the “**Share Option Scheme**”) to certain eligible participants (the “**Grantees**”), including 30,000,000 Share Options, 22,500,000 Share Options, 5,000,000 Share Options and 5,000,000 Share Options to Mr. Wu Zhengping (“**Mr. Wu**”), Ms. Xiao Li (“**Ms. Xiao**”), Ms. Zhu Wen (“**Ms. Zhu**”) and Mr. Wang Lei (“**Mr. Wang**”) respectively, to subscribe for a total of 112,750,000 ordinary shares of HK\$0.025 each in the share capital of the Company (the “**Shares**”) at the exercise price of HK\$1.24 per Share subject to such terms and conditions as imposed by the Board be approved, confirmed and ratified;
- (b) any one Director be and is hereby authorized to approve and execute all documents, instruments and agreements and to do all such acts and things deemed by him/her absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the grant of the 112,750,000 Share Options to the Grantees, including the Share Options granted to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang.”

For and on behalf of the Board
Broad Greenstate International Company Limited
Wu Zhengping
Chairman and Executive Director

Shanghai, the People’s Republic of China
21 September 2015

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the record date will be Wednesday, 7 October 2015. In order to be eligible to attend and vote at the meeting, all unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 October 2015.
5. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

As at the date of this notice, our executive directors are Mr. Wu Zhengping, Ms. Xiao Li, Ms. Zhu Wen and Mr. Wang Lei and our independent non-executive directors are Mr. Dai Guoqiang, Mr. Zhang Qing and Dr. Jin Hexian.