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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares of Greenheart Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**GREENHEART GROUP LIMITED****綠森集團有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 94)****PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting (the “SGM”) of Greenheart Group Limited to be held at Plaza Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Monday, 9 November 2015 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.greenheartgroup.com](http://www.greenheartgroup.com).

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

\* for identification purpose only

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 21 September 2015 in relation to, among other things, the Proposed Adoption of Chinese Name as Secondary Name
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time, and “Bye-law” shall mean a bye-law of the Bye-laws
“Chinese Name”	“綠心集團有限公司”, the Chinese name proposed to be adopted as the secondary name of the Company
“Company”	Greenheart Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 September 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Adoption of Chinese Name as Secondary Name”	the proposed adoption of the Chinese Name as the secondary name of the Company in Chinese in place of the existing Chinese name of the Company “綠森集團有限公司” which was adopted by the Company for identification purposes only
“SGM”	the special general meeting of the Company to be convened at Plaza Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Monday, 9 November 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the Proposed Adoption of Chinese Name as Secondary Name

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## DEFINITIONS

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“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### GREENHEART GROUP LIMITED

綠森集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 94)**

*Executive Directors:*

Mr. Wu Wai Leung, Danny

Mr. Lim Hoe Pin

*Non-executive Directors:*

Mr. Cheng Chi-Him, Conrad

Mr. Tsang On-Yip, Patrick

Mr. Simon Murray

*Independent non-executive Directors:*

Mr. Nguyen Van Tu, Peter

Mr. Tang Shun Lam, Steven

Mr. Wong Man Chung, Francis

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Head office and Principal place of  
business in Hong Kong:*

16th Floor

Dah Sing Financial Centre

108 Gloucester Road

Wanchai

Hong Kong

25 September 2015

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the Announcement in relation to, among others, the Proposed Adoption of Chinese Name as Secondary Name.

The purpose of this circular is to provide information reasonably necessary to enable the Shareholders to make a decision on whether to vote for or against the special resolution for the approval of the Proposed Adoption of Chinese Name as Secondary Name.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME

As stated in the Announcement, the Board proposes to adopt and register the Chinese name “綠心集團有限公司” as the secondary name of the Company in Chinese. After the Proposed Adoption of Chinese Name as Secondary Name has become effective, the Company will cease to use its existing Chinese name “綠森集團有限公司” which was adopted by the Company for identification purposes only.

### CONDITIONS OF THE PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME

The Proposed Adoption of Chinese Name as Secondary Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Adoption of Chinese Name as Secondary Name; and
- (ii) the approval by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name as Secondary Name will take effect from the date of entry of the Chinese Name on the register of companies maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### REASONS FOR THE PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME

The Board is of the opinion that the Chinese Name will bring fresh corporate image to the Company while facilitating the Company's future business development, particularly in China, and is in the interests of the Company and the Shareholders as a whole.

### EFFECT OF THE PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME

The Proposed Adoption of Chinese Name as Secondary name will not affect any rights of the existing Shareholders. All the existing share certificates of the Company in issue bearing the present name of the Company, after the Proposed Adoption of Chinese Name as Secondary Name becoming effective, will continue to be evidence of legal title to such Shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of existing share certificates for new certificates bearing the new Chinese Name of the Company.

Subject to the confirmation by the Stock Exchange, the Chinese stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Adoption of Chinese Name as Secondary Name has become effective.

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## LETTER FROM THE BOARD

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### SGM

The SGM will be held for the purpose of considering and, if thought fit, approving the special resolution in respect of the Proposed Adoption of Chinese Name as Secondary Name, by way of poll at the SGM.

A notice convening the SGM is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM (or any adjournment thereof), you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Proposed Adoption of Chinese Name as Secondary Name and the new Chinese stock short name of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

### RECOMMENDATION

The Directors consider that the Proposed Adoption of Chinese Name as Secondary Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolution at the SGM.

Yours faithfully  
For and on behalf of the Board of  
**Greenheart Group Limited**  
**Wu Wai Leung, Danny**  
*Chief Executive Officer and Executive Director*

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## NOTICE OF SGM

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### GREENHEART GROUP LIMITED

綠森集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 94)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Greenheart Group Limited (the “**Company**”) will be held at Plaza Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 9 November 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution, with or without amendments:

#### **SPECIAL RESOLUTION**

“**THAT**, subject to and conditional upon the approval of the Registrar of Companies in Bermuda in respect of the Adoption of Secondary Name as set out in paragraph (a) below:

- (a) the Chinese name of “綠心集團有限公司” be adopted as the secondary name of the Company in Chinese in place of the existing Chinese name of the Company “綠森集團有限公司” which was adopted by the Company for identification purposes only (“**Adoption of Secondary Name**”); and
- (b) any one or more directors of the Company be and is/are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as he/they may in his/their discretion consider necessary or desirable to implement and/or effect the Adoption of Secondary Name of the Company.”

By order of the Board

**Greenheart Group Limited**

**Wu Wai Leung, Danny**

*Chief Executive Officer and Executive Director*

Hong Kong, 25 September 2015

\* for identification purpose only

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## NOTICE OF SGM

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*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

16th Floor  
Dah Sing Financial Centre  
108 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

- 1 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 3 Completion and return of the form of proxy will not preclude members from attending and voting at the special general meeting or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- 4 Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. 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.
- 5 The resolution is to be voted by way of 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.

*As at the date hereof, the Board comprises two executive Directors, namely Messrs. Wu Wai Leung, Danny and Lim Hoe Pin, three non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Tsang On-Yip, Patrick and Simon Murray, and three independent non-executive Directors, namely Messrs. Nguyen Van Tu, Peter, Tang Shun Lam, Steven and Wong Man Chung, Francis.*