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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)

### GRANT OF SHARE OPTIONS

This announcement is made pursuant to rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### 1. GRANT OF SHARE OPTIONS

The board (the “**Board**”) of the directors (the “**Directors**”) of Broad Greenstate International Company Limited (the “**Company**”) hereby announces that, on 1 September 2015, the Company has granted share options (the “**Share Options**”) to 17 grantees, which include certain Directors, chief executive, substantial shareholders (as defined in the Listing Rules) and employees of the Company (collectively the “**Grantees**” and each a “**Grantee**”) pursuant to the share option scheme adopted by the Company on 25 June 2014 (the “**Share Option Scheme**”) to subscribe for an aggregate of 112,750,000 new ordinary shares of HK\$0.025 each (the “**Shares**”) of the Company, subject to the acceptance of the Share Options by the Grantees.

Details of the Share Options are set out as follows:

Date of grant:	1 September 2015 (the “ <b>Date of Grant</b> ”)
Exercise price of the Share Options granted:	HK\$1.24, which is equal to the higher of (i) the closing price of HK\$1.19 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$1.24 per Share as stated in the daily quotations sheets for the five business days immediately preceding the Date of Grant; and (iii) the nominal value per Share

Number of Share Options granted:	112,750,000 Share Options, divided into the following tranches: Tranche 1 — 22,550,000 Tranche 2 — 22,550,000 Tranche 3 — 33,825,000 Tranche 4 — 33,825,000  Each Share Option shall entitle the holder of the Share Option to subscribe for one Share. Shares to be issued on full exercise of the Share Options represent approximately 3.41% of the existing issued share capital the Company
Closing price of Shares on the Date of Grant:	HK\$1.19 per Share
Validity period of the Share Options:	6 years from the Date of Grant being 1 September 2015 to 31 August 2021 (both dates inclusive)
Waiting period of the Share Options:	Two years from the Date of Grant
Vesting and exercise period of the Share Options:	Subject to the Share Option Scheme and vesting conditions, the Share Options granted shall be vested and exercised in different tranches. The vesting and exercise period of the respective tranches are as follows:  Tranche 1 — from 1 September 2017 to 31 August 2018 (both dates inclusive)  Tranche 2 — from 1 September 2018 to 31 August 2019 (both dates inclusive)  Tranche 3 — from 1 September 2019 to 31 August 2020 (both dates inclusive)  Tranche 4 — from 1 September 2020 to 31 August 2021 (both dates inclusive)
Consideration on acceptance of the Share Options:	HK\$1.00 to be paid to the Company within one month as consideration for the grant, which is in no circumstances be refundable

## 2. GRANT OF SHARE OPTIONS TO DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

As at the Date of Grant, the Company had 3,306,616,000 issued Shares. The table below shows a breakdown of Share Options that were granted to (i) the Directors, chief executive or substantial shareholders of the Company; and (ii) the other employees of the Company:

<b>Name of Grantees</b>	<b>Position(s) held with the Company</b>	<b>Number of Share Options granted</b>
<i>Grantees who are Directors, chief executive or substantial shareholders of the Company</i>		
Mr. Wu Zhengping (“ <b>Mr. Wu</b> ”)	Executive Director, chief executive officer, chairman and substantial shareholder	30,000,000
Ms. Xiao Li (“ <b>Mr. Xiao</b> ”)	Executive Director, deputy general manager and substantial shareholder	22,500,000
Ms. Zhu Wen (“ <b>Ms. Zhu</b> ”)	Executive Director, administrative manager and substantial shareholder	5,000,000
Mr. Wang Lei (“ <b>Mr. Wang</b> ”)	Executive Director, construction manager and substantial shareholder	5,000,000
Mr. She Lei (“ <b>Mr. She</b> ”)	Project manager and substantial shareholder	1,500,000
<i>Grantees who are other employees of the Company</i>		
12 Other Grantees	—	48,750,000

## 3. IMPLICATIONS OF THE LISTING RULES

### **Approval from the independent non-executive Directors**

In accordance with Rule 17.04(1) of the Listing Rules, the grant of Share Options to each of the above Directors, chief executive or substantial shareholders of the Company or any of their respective associates must be approved by the independent non-executive Directors.

On the Date of Grant, the grant of the Share Options to each of Mr. Wu, Ms. Xiao, Ms. Zhu, Mr. Wang and Mr. She has been approved by the independent non-executive Directors.

## **Approval from the shareholders of the Company**

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, where a grant of Share Options to a substantial shareholder of the Company or an independent non-executive Director and/or their respective associates would result in the Shares issued and to be issued upon exercise of all the Share Options granted and to be granted (including options exercised, cancelled and outstanding Share Options) under the Share Option Scheme to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares on the date of grant, in excess of HK\$5 million, such grant of Share Options must be approved by the shareholders of the Company at a general meeting at which the grantee, his/her associates and all core connected persons of the Company shall abstain from voting in favour, although they may vote against the resolution to approve the grant of Share Options at such general meeting provided that their intention to do so has been stated in the relevant circular.

As the total number of Shares to be issued upon exercise of the Share Options to be granted to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang represents in aggregate over 0.1% of the Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$1.19 on the Date of Grant, pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang must be approved by the shareholders of the Company at the extraordinary general meeting (the “EGM”) at which the abovementioned Grantees, their associates, and all core connected persons of the Company shall abstain from voting in favour at the EGM to be convened by the Company.

None of the Grantees will, as a result of the grant of Share Options, be entitled to be issued with such number of Shares as represents over 1% of the Shares in issue upon exercise of all Share Options granted to him/her in the 12-month period up to and including the Date of Grant.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined in the Listing Rules) of any of them.

#### 4. GENERAL

The EGM will be convened to consider and approve the Share Options grant to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang.

A circular containing, amongst other things, further information in relation to the grant of Share Options to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang as required under the Listing Rules, together with the notice of the EGM, will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Broad Greenstate International Company Limited**  
**WU Zhengping**  
*Chairman and Executive Director*

Shanghai, the People's Republic of China  
1 September 2015

*As at the date of this announcement, 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.*