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Green International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2700)

**VOLUNTARY ANNOUNCEMENT:
MEMORANDUMS OF UNDERSTANDING
RELATING TO PROPOSED ESTABLISHMENT OF
JOINT VENTURE AND INVESTMENT FUND**

This announcement is made by Green International Holdings Limited (the “**Company**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 27 December 2013, Green Capital (Hong Kong) Limited (a wholly-owned subsidiary of the Company, “**Green Capital**”) entered into a memorandum of understanding (“**MOU 1**”) with 富恩德糧食產業基金管理有限公司 (Fuende Foodstuff Industry Fund Management Limited*, “**Fuende**”), 上海市振戎石油有限公司 (Shanghai Zhenrong Petroleum Co. Ltd., “**Shanghai Zhenrong**”) and 黑龍江新良農業科技開發有限公司 (Heilongjiang Xinliang Agricultural Technology Development Limited*, “**Heilongjiang Xinliang**”) (Green Capital, Fuende, Shanghai Zhenrong and Heilongjiang Xinliang collectively as the “**Proposed Joint Venturers**”), pursuant to which, the Proposed Joint Venturers propose to establish a joint venture, tentatively named 亞糧交易所有限公司 (Asia Agricultural Products Exchange Limited*, “**Asia Agricultural Products Exchange**”) at Qianhai District, Shenzhen, Guangdong, the People’s Republic of China, subject to further agreements between the Proposed Joint Venturers.

It is proposed that the principal business activity of Asia Agricultural Products Exchange is provision of trading and warehousing services of foodstuff and related foodstuff by-products. The manners of cooperation in relation to the establishment, its registered capital and Proposed Joint Venturers’ shareholding in Asia Agricultural Products Exchange are yet to be agreed and are to be determined subject to further agreements between the Proposed Joint Venturers.

Besides, the Board is pleased to announce that on 6 January 2014, Green Capital entered into a further memorandum of understanding (“**MOU 2**”) with Fuende and Shanghai Zhenrong (Green Capital, Fuende and Shanghai Zhenrong collectively as the “**Proposed Fund Builders**”), pursuant to which, the Proposed Fund Builders propose to establish 吉糧投資基金 (Jiliang Foodstuff Investment Fund*) subject to further agreements between the Proposed Fund Builders, to facilitate the development

of Asia Agricultural Products Exchange. The legal form, fund shares, manager, management and operation of Jiliang Foodstuff Investment Fund are yet to be agreed and are to be determined subject to further agreements to be entered into between the Proposed Fund Builders.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Fuende, Shanghai Zhenrong, Heilongjiang Xinliang and their respective ultimate beneficial owners are third parties independent of the Company and connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company.

Pursuant to MOU 1 and MOU 2 (collectively, the "**MOUs**"), each of the MOUs shall be valid for a term of 1 year from the date of its execution, within which parties to the respective MOU shall not negotiate or enter into any documents with other third parties in relation to projects or business equivalent or similar to those stipulated in the respective MOUs (the "**Exclusivity Period**").

Save for the provisions relating to the Exclusivity Period, confidentiality, effective period and applicable laws, nothing in the MOUs constitutes a legally binding obligation on the Proposed Joint Venturers and the Proposed Fund Builders.

REASONS FOR ENTERING INTO OF MOUS

In order to seek for more business opportunities and to maximise return to the Company and the shareholders of the Company in the long run, the Directors consider that it was in the interest of the Company and its shareholders as a whole to enter into the MOUs to explore the possibility of diversification of the business of the Company and its subsidiaries.

GENERAL

Shareholders of the Company and potential investors should note that the proposed establishment of Asia Agricultural Products Exchange and Jiliang Foodstuff Investment Fund may or may not materialize. Further announcement(s) in relation to the above will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate. Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

** for identification purposes only*

By Order of the Board
Green International Holdings Limited
Yang Wang Jian
Chairman

Hong Kong, 7 January 2014

As at the date of this announcement, the Board comprises (i) seven executive Directors: Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya, Dr. Wen Jialong and Dr. Yu Qigang; (ii) one non-executive Director: Ms. Yu Jiaoli; and (iii) four independent non-executive Directors: Mr. Yeung King Wah, Kenneth, Mr. Wu Hong, Mr. Low Chin Sin and Mr. Ye Yunhan.