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**GREEN INTERNATIONAL**

Holdings Limited

格林國際控股有限公司

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格林國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2700)

## **SUPPLEMENTAL UNDERWRITING AGREEMENT IN RELATION TO THE PROPOSED OPEN OFFER**

### **Financial Adviser to the Company**



**ASIAN CAPITAL**

(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司

Reference is made to the announcement of Green International Holdings Limited (the “**Company**”) dated 5 June 2014 (the “**First Announcement**”) in relation to, among others, the proposed Open Offer together with the proposed issue of Bonus Warrants, the announcement of the Company dated 20 June 2014 (the “**Second Announcement**”) and the announcement of the Company dated 27 June 2014 (the “**Third Announcement**”) in relation to the delay in despatch of circular (the “**Circular**”) regarding the issue of Bonus Warrants. Capitalised terms used in this announcement shall have the same meaning as those in the First Announcement unless otherwise defined.

### **Supplemental Underwriting Agreement**

As stated in the Third Announcement, since the Company had been discussing with the Stock Exchange in relation to certain matters regarding the issue of unlisted Bonus Warrants under the Open Offer, the date of despatch of the Circular had to be further delayed. The Stock Exchange was of the view that if the Bonus Warrants are not listed on the Stock Exchange, there will be no liquid market for the Shareholders to realize their investments if they wish to do so and therefore is unduly burdensome to the Shareholders. Although the Board holds a view different from that of the Stock

Exchange, for the avoidance of further delay of completion of the Open Offer, the Company and the Underwriter have entered into a supplemental agreement (the “**Supplemental Underwriting Agreement**”) on 8 July 2014 (after trading hours), pursuant to which the Company and the Underwriter agreed, among other things, that:-

- (i) the proposed Open Offer will no longer include the issue of Bonus Warrants on the basis of two (2) Bonus Warrants for every three (3) Offer Shares taken up under the Open Offer;
- (ii) the following conditions precedent to the Underwriting Agreement are no longer applicable:
  - (1) the passing by the Shareholders of the requisite resolution(s) at the EGM in relation to the issue of the Bonus Warrants in accordance with the Listing Rules on or before the Prospectus Posting Date; and
  - (2) on or before the Prospectus Posting Date, the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment), and not having revoked the grant of, listing of and permission to deal in the Bonus Warrants Shares;
- (iii) the Company shall not be required to allot and issue any Bonus Warrants and therefore, no application to the Stock Exchange for the granting of the listing of, and permission to deal in, any Bonus Warrant Shares is necessary.

In the absence of the issue of Bonus Warrants, the EGM as mentioned in the First Announcement will not be held and no Circular will be despatched to the Shareholders.

### **Revised Timetable for the Open Offer**

After taking into account the exclusion of the issue of the Bonus Warrants from the proposed Open Offer, the timetable for the Open Offer and the associated trading arrangement has been revised as follows:

Last day of dealings in Shares on a cum-entitlement basis	Friday, 18 July 2014
First day of dealings in Shares on an ex-entitlement basis	Monday, 21 July 2014
Last time for lodging transfer of Shares in order to be qualified for the Open Offer	4:00 p.m., Tuesday, 22 July 2014
Register of members of the Company closed (both dates inclusive)	Wednesday, 23 July 2014 to Friday, 25 July 2014

Record date	Friday, 25 July 2014
Register of members of the Company re-opens	Monday, 28 July 2014
Despatch of the Prospectus Documents (in case of the Non-Qualifying Shareholders, the Prospectus only)	Monday, 28 July 2014
Latest time for acceptance of, and payment of Offer Shares and excess Offer Shares	4:00 p.m., Monday, 11 August 2014
Latest time for the Open Offer to become unconditional	4:00 p.m., Tuesday, 12 August 2014
Announcement of results of acceptance of the Offer Shares	Monday, 18 August 2014
Despatch of certificates for Offer Shares	Tuesday, 19 August 2014
Despatch of refund cheques, if any	Tuesday, 19 August 2014
Dealings in Offer Shares commence	9:00 a.m., Wednesday, 20 August 2014

All times stated in this announcement refer to Hong Kong times. Dates stated in this announcement for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated timetable will be announced as appropriate.

### **Changes in Shareholding Structure**

After taking into account the exclusion of the issue of the Bonus Warrants from the proposed Open Offer, the shareholding structure of the Company immediately before and after completion of the Open Offer are set out in the following tables (for illustrative purpose only):

*Assuming none of the share options of the Company will be exercised and none of the convertible bonds of the Company will be converted by the Record Date:*

	As at the date of this announcement		Assuming all of the Offer Shares are taken up by the Shareholders		Assuming none of the Offer Shares are taken up by the Shareholders and all taken up by the Underwriter	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Gold Bless	673,220,000	52.97	875,186,000	52.97	1,054,539,117	63.82
Dr. Yang Wang Jian	–	–	–	–	–	–
Ms. Yang Jun	–	–	–	–	–	–
Ms. Yang Ya	–	–	–	–	–	–
Subtotal	673,220,000	52.97	875,186,000	52.97	1,054,539,117	63.82
Other Shareholders	597,843,724	47.03	777,196,841	47.03	597,843,724	36.18
<b>Total</b>	<b>1,271,063,724</b>	<b>100.00</b>	<b>1,652,382,841</b>	<b>100.00</b>	<b>1,652,382,841</b>	<b>100.00</b>

*Assuming (i) Dr. Yang Wang Jian, Ms. Yang Jun and Ms. Yang Ya (who are parties acting in concert with Gold Bless) exercise their share options in full; and (ii) the other holders of the share options and/or the convertible bonds of the Company exercise and/or convert into 96,160,000 Shares, being the maximum number of Shares to be issued with regards to the minimum shareholding requirement of 50% in the Company by the Underwriter and the parties acting in concert with it (being one of the condition precedents of the Underwriting Agreement):*

	As at the date of this announcement (assuming the full exercise of shares options by parties acting in concert with Gold Bless and 96,160,000 Shares are issued to other holders of the share options and convertible bonds upon their exercise/conversion)		Assuming all of the Offer Shares are taken up by the Shareholders		Assuming none of the Offer Shares are taken up by the Shareholders and all taken up by the Underwriter	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Gold Bless	673,220,000	52.97	875,186,000	52.97	1,089,627,117	60.39
Dr. Yang Wang Jian	9,000,000	0.65	11,700,000	0.65	9,000,000	0.50
Ms. Yang Jun	6,000,000	0.43	7,800,000	0.43	6,000,000	0.33
Ms. Yang Ya	5,800,000	0.42	7,540,000	0.42	5,800,000	0.32
Subtotal	694,020,000	50.00	902,226,000	50.00	1,110,427,117	61.54
Other Shareholders	694,003,724	50.00	902,204,841	50.00	694,003,724	38.46
<b>Total</b>	<b>1,388,023,724</b>	<b>100.00</b>	<b>1,804,430,841</b>	<b>100.00</b>	<b>1,804,430,841</b>	<b>100.00</b>

Shareholders and public investors should note that the above changes in shareholding structure of the Company are for illustration purpose only and the actual change in the shareholding structure of the Company upon completion of the Open Offer is subject

to various factors including, among other things, the results of acceptance of the Open Offer.

**WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND/OR TAKING UP THE OFFER SHARES**

**The Shares will be dealt in on an ex-entitlement basis from 21 July 2014.**

**Dealings in the Offer Shares will take place from 9:00 a.m., 20 August 2014. If the conditions of the Underwriting Agreement are not fulfilled or the Underwriting Agreement is terminated by the Underwriter, the Open Offer will not proceed.**

**Any Shareholders or other persons contemplating selling or purchasing the Offer Shares who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealings in the Shares up to the date of the Latest Time for Termination (i.e. 12 August 2014) will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed.**

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

Hong Kong, 8 July 2014

*As at the date of this announcement, the Board comprises (i) six executive Directors: Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya 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.*