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GREEN INTERNATIONAL

Holdings Limited

格林國際控股有限公司

GREEN INTERNATIONAL HOLDINGS LIMITED

格林國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

(I) RESULTS OF THE OPEN OFFER;

AND

**(II) ADJUSTMENTS TO THE SHARE OPTIONS AND CONVERTIBLE
BONDS**

Financial Adviser to the Company



ASIAN CAPITAL

(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司

RESULTS OF THE OPEN OFFER

As at 4:00 p.m. on Monday, 11 August 2014, being the latest time for acceptance of, and payment for Offer Shares and excess Offer Shares:

- (a) a total of 293 valid acceptances for provisional allotment under the Open Offer in respect of 295,406,178 Offer Shares, representing approximately 73.98% of the total number of the Offer Shares available for subscription under the Open Offer, were received; and
- (b) a total of 291 valid applications for excess Offer Shares in respect of 608,402,394 Offer Shares, representing approximately 152.36% of the total number of the Offer Shares available for subscription under the Open Offer, were received.

The aggregate of 903,808,572 Offer Shares validly accepted and applied for represent approximately 226.34% of the total number of 399,319,117 Offer Shares available for subscription under the Open Offer. Accordingly, the Open Offer was over-subscribed by 504,489,455 Offer Shares, representing approximately 126.34% of the total number of the Offer Shares available for subscription under the Open Offer.

ADJUSTMENTS TO THE SHARE OPTIONS AND CONVERTIBLE BONDS

Pursuant to the terms and conditions of the share option scheme and the convertible bonds, the exercise price of the share options, the conversion prices of the convertible bonds and the numbers of Shares to be allotted and issued upon full exercise of the conversion rights attaching to the outstanding convertible bonds will be adjusted in the manner set out below in this announcement.

Reference is made to the prospectus of Green International Holdings Limited (the “**Company**”) dated 28 July 2014 (the “**Prospectus**”). Unless otherwise defined herein, capitalised terms used in this announcement shall bear the same meanings as defined in the Prospectus.

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EXCESS APPLICATIONS

Regarding 608,402,394 Offer Shares having been applied for by way of excess application, the Board has resolved to allot and issue an aggregate of 103,912,939 Offer Shares available for excess application on a fair and equitable basis and on a pro-rata basis to the excess Offer Shares applied for by the Qualifying Shareholders. No preference was given to topping-up odd lots to whole board lots.

The Offer Shares available for excess application are allocated to the applicants as follows:

Number of excess Offer Shares applied for	Number of valid excess applications	Total number of excess Offer Shares applied for	Basis of allotment	Total number of Offer Shares allotted	Approximate percentage of allocation based on the total number of excess Offer Shares applied for in this category
1 to 103,019,999	290	327,351,874	Approximately 17.080% of the excess Offer Shares applied for	55,911,717	17.080%
281,050,520	1	281,050,520	Approximately 17.079% of the excess Offer Shares applied for	48,001,222	17.079%
	<u>291</u>	<u>608,402,394</u>		<u>103,912,939</u>	

UNDERWRITING AGREEMENT

As all of the conditions precedent to the Open Offer and the Underwriting Agreement have been fulfilled, the Open Offer became unconditional at 4:00 p.m. on Tuesday, 12 August 2014.

As a result of the over-subscription of the Open Offer, the Underwriter's obligations under the Underwriting Agreement have been fully discharged and the Underwriter was not required to take up any untaken Offer Share under the Underwriting Agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately (i) before the completion of the Open Offer; and (ii) after the completion of the Open Offer are as follows:

	Immediately before the completion of the Open Offer		Immediately after the completion of the Open Offer	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Gold Bless Public Shareholders	733,220,000	55.09	953,186,000	55.09
	597,843,724	44.91	777,196,841	44.91
Total	<u>1,331,063,724</u>	<u>100.00</u>	<u>1,730,382,841</u>	<u>100.00</u>

DESPATCH OF SHARE CERTIFICATES FOR OFFER SHARES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

It is expected that the certificates for the Offer Shares and refund cheques in respect of partially unsuccessful applications for the excess Offer Shares will be posted by ordinary post to the relevant allottees of the Offer Shares at their own risk on or before Tuesday, 19 August 2014.

Dealings in the Offer Shares will be commenced on the Stock Exchange at 9:00 a.m. on Wednesday, 20 August 2014.

ADJUSTMENTS TO THE SHARE OPTIONS AND CONVERTIBLE BONDS

As at the date of this announcement, there are some share options and convertible bonds of the Company which in aggregate entitled holders thereof to subscribe for 277,287,278 Shares. Pursuant to the terms and conditions of the share option scheme and the convertible bonds, the exercise price of the share options, the conversion prices of the convertible bonds and the numbers of Shares to be allotted and issued upon full exercise of the conversion rights attaching to the outstanding convertible bonds will be adjusted in the manner set out below:

(a) Share option

Date of grant	Immediately before the completion of the Open Offer		Immediately after the completion of the Open Offer	
	<i>Exercise price</i>	<i>Number of options</i>	<i>Exercise price</i>	<i>Number of options</i>
11 May 2012	HK\$0.37	62,800,000	HK\$0.32	62,800,000

(b) Convertible bonds

Date of issue	Immediately before the completion of the Open Offer		Immediately after the completion of the Open Offer	
	<i>Conversion price</i>	<i>Number of shares to be allotted and issued upon conversion of the convertible bonds</i>	<i>Conversion price</i>	<i>Number of shares to be allotted and issued upon conversion of the convertible bonds</i>
29 October 2013	HK\$0.50	12,327,278	HK\$0.43	14,334,044
30 January 2014	HK\$0.50	102,160,000	HK\$0.43	118,790,697
28 March 2014	HK\$0.50	100,000,000	HK\$0.43	116,279,069

Save for the above adjustments, all other terms and conditions of the share options and the convertible bonds remain unchanged. The above adjustments in relation to the share options and convertible bonds (the “**Adjustments**”) will be effective on the date of issue of the Offer Shares (i.e., 19 August 2014). The Company’s auditor, Parker Randall CF (H.K.) CPA Limited, has confirmed in writing the mathematical accuracy of the calculation of the Adjustments made.

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

Hong Kong, 18 August 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.