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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)**

### **COMPLETION ANNOUNCEMENT**

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the completion of the Placing took place on 6 March 2015.

The Convertible Bonds in the aggregate principal amount of HK\$29,000,000 have been successfully placed by the Placing Agent to three Placees who are third parties independent of the Company and its connected persons in accordance with the Listing Rules. The net proceeds from the Placing are approximately HK\$28,100,000.

Reference is made to the announcement of Green International Holdings Limited (the “**Company**”) dated 9 February 2015 (the “**Announcement**”) in relation to the placing of the Convertible Bonds up to a total principal amount of HK\$83,800,000 convertible into the Conversion Shares of the Company under the General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

#### **COMPLETION OF THE PLACING**

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled, in which the Convertible Bonds in the aggregate principal amount of HK\$29,000,000 have been successfully placed to three Placees, namely Ms. Chen Huimao (陳會茂女士), Mr. Liu Zizhong (劉自忠先生) and Mr. Guan Yuhong (管玉紅先生) (collectively, the “**three Placees**”), all of whom being general investors, and the Completion took place on 6 March 2015.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the three Placees are third parties independent of the Company and its connected persons in accordance with the Listing Rules.

The estimated net proceeds from the Placing, after deduction of expenses, are approximately HK\$28,100,000 and the Company intends to use the net proceeds for the possible acquisition as mentioned in the Company’s announcement dated 16 December 2014 and as general working capital.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Upon exercise in full of the subscription rights attaching to the Convertible Bonds successfully placed to the three Placées at the initial Conversion Price of HK\$0.33, a maximum of 87,878,787 Conversion Shares will be issued, representing (i) approximately 4.60% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.39% of the issued share capital of the Company as enlarged by the issue of all such Conversion Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the three Placées becomes a substantial shareholder (as defined in the Listing Rules) of the Company immediately after the Completion.

The existing and enlarged shareholding structure of the Company immediately before and after the Completion is set out below:

	As at the date of this announcement		Immediately after the Completion and assuming full conversion of the Convertible Bonds successfully placed	
	Number of Shares	Approximate percentage	Number of Shares	Approximate percentage
Gold Bless International Invest Limited ( <i>note</i> )	987,697,627	51.66%	987,697,627	49.39%
Public Shareholders				
Ms. Chen Huimao	—	—	21,212,121	1.06%
Mr. Liu Zizhong	—	—	27,272,727	1.36%
Mr. Guan Yuhong	—	—	39,393,939	1.97%
Other public Shareholders	924,103,817	48.34%	924,103,817	46.22%
Total	<u>1,911,801,444</u>	<u>100.00%</u>	<u>1,999,680,231</u>	<u>100.00%</u>

*Note:* Gold Bless International Invest Limited is a company of which 85% and 15% of its share capital is beneficially owned by Dr. Yang Wang Jian, an executive Director and the chairman of the Board, and Dr. Yu Qigang, an executive Director, respectively.

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

Hong Kong, 8 March 2015

*As at the date of this announcement, the executive Directors are Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya and Dr. Yu Qigang; the non-executive Director is Ms. Yu Jiaoli; and the independent non-executive Directors are Mr. Yeung King Wah, Kenneth, Mr. Wu Hong, Mr. Low Chin Sin and Mr. Ye Yunhan.*