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**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)

**MEMORANDUM OF UNDERSTANDING  
AND  
COOPERATION FRAMEWORK AGREEMENT  
IN RESPECT OF A POSSIBLE ACQUISITION**

This announcement is made by Green International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**THE MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 28 October 2015 (after trading hours), Green Capital (Hong Kong) Limited (“**Green Capital**”, a wholly-owned subsidiary of the Company), Mr. Qian Xuequan (“**Mr. Qian**”) and Mr. Lu Jiang (“**Mr. Lu**”, collectively with Mr. Qian, the “**Vendors**”) entered into a memorandum of understanding (the “**MOU**”), which is non-legally binding, in respect of a possible acquisition (the “**Possible Acquisition**”) of 51% equity interests in New Era Development Limited (the “**Target Company**”).

The Target Company is a company incorporated in the Republic of Fiji with limited liability and will be principally engaged in the provision of therapy, health, tourism and vacation services in the Republic of Fiji. The entire issued share capital of the Target Company is wholly owned by the Vendors. To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, the Vendors are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Pursuant to the MOU, the consideration of the Possible Acquisition is to be determined with reference to (i) the profit guarantee as given by the Vendors; (ii) the business prospects of the Target Company; and/or (iii) valuation of the Target Company by an independent valuer. The amount and the form of the consideration once agreed will be reflected in the formal sale and purchase agreement for the Possible Acquisition.

The MOU shall remain in effect for a term of 6 months from the date of the MOU (the “**Term**”). The Vendors also agreed that, inter alia, it shall not engage in any discussion, negotiation or arrangement or enter into any agreement in relation to the Possible Acquisition and/or disposal of the Target Company with any other party during the Term (the “**Exclusivity Period**”), and the Exclusivity Period may be extended upon written agreement between Green Capital and the Vendors.

If no formal agreement in relation to the Possible Acquisition is entered into between Green Capital and the Vendors within the Exclusivity Period, the MOU shall be terminated on the expiry date of the Exclusivity Period.

Save for the terms in relation to the Exclusivity Period, confidentiality, termination and governing laws contained in the MOU, the MOU is not legally binding or enforceable. The final terms, including but not limited to the consideration for the Possible Acquisition, have yet to be finalized.

## **THE COOPERATION FRAMEWORK AGREEMENT**

The Board is pleased to announce that on 28 October 2015 (after trading hours), the Company, the Target Company, China Construction Engineering Design Group Corporation Limited (“**China Construction Engineering**”) and China Construction First Building (Group) Corporation Limited (“**China Construction First Building**”, collectively with China Construction Engineering, the “**Contractors**”) entered into a Cooperation Framework Agreement (the “**Cooperation Framework Agreement**”) in relation to the development of the future business of the Target Company at the Republic of Fiji.

The Contractors are one of the leading companies in the People’s Republic of China in planning and design, project development and construction management. The Contractors agreed to provide all services under engineering procurement construction, including but not limited to project design, procuring and construction contracting for the future business of the Target Company at the Republic of Fiji.

## **REASONS FOR ENTERING INTO THE MOU AND THE COOPERATION FRAMEWORK AGREEMENT**

In order to seek for more business opportunities and to maximise return to the Company and its shareholders 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 MOU and the Cooperation Framework Agreement to explore the possibility of diversification of the business of the Company and its subsidiaries.

## **GENERAL**

If the transactions contemplated under the MOU or the Cooperation Framework Agreement materializes, they may constitute notifiable transaction(s) of the Company under the Listing Rules. Further related announcement(s) will be made by the Company should any formal agreement(s) be entered into as and when appropriate in accordance

with the Listing Rules.

**The Board wishes to emphasize that the transactions contemplated under the MOU or the Cooperation Framework Agreement are subject to the signing of formal agreement(s) and the terms and conditions of which are yet to be agreed. As the transactions contemplated under the MOU or the Cooperation Framework Agreement may or may not proceed, shareholders of the Company and potential investors are urged to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 28 October 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, Dr. Yu Qigang and Ms. Eva Au; 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.*