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)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

The board (the "Board") of directors (the "Directors") of Green International Holdings Limited (formerly Smart Union Group (Holdings) Limited) (the "Company") announces the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2012, which have been prepared in accordance with the generally accepted accounting principles in Hong Kong, together with comparative figures for the year 2011 as follows.

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2012

	Notes	**2012** **HK$'000**	2011 *HK$'000*
Revenue	5	**441,551**	572,267
Cost of sales	7	**(363,017)**	(498,999)
Gross profit		**78,534**	73,268
Other income	6	**994**	2,979
Other gains	6	**–**	300,248
Selling expenses	7	**(1,385)**	(5,553)
Administrative expenses	7	**(36,304)**	(33,230)
Provision for financial guarantees to an unconsolidated subsidiary		**–**	(16,710)
Operating profit		**41,839**	321,002
Finance costs, net	8	**(7,790)**	(5,529)
Profit before income tax		**34,049**	315,473
Income tax expense	9	**(12,145)**	(10,203)
Profit for the year		**21,904**	305,270

	Notes	2012 HK$'000	2011 HK$'000
Profit attributable to:			
– Equity holders of the Company		**18,769**	305,270
– Non-controlling interests		**3,135**	–
		21,904	305,270
Earnings per share for profit attributable to equity holders of the Company during the year			
– Basic *(HK cents)*	*10*	**2.29**	192.1
– Diluted *(HK cents)*	*10*	**2.29**	135.6

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2012

	2012 HK$'000	2011 HK$'000
Profit for the year	**21,904**	305,270
Other comprehensive income, net of tax		
Currency translation differences	**(358)**	–
Total comprehensive income for the year	**21,546**	305,270
Total comprehensive income attributable to:		
– Equity holders of the Company	**18,527**	305,270
– Non-controlling interests	**3,019**	–
	21,546	305,270

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2012

	Notes	2012 HK$'000	2011 HK$'000
ASSETS			
Non-current assets			
Intangible assets		**31,446**	1,581
Property, plant and equipment		**3,577**	3,700
		35,023	5,281
Current assets			
Inventories		**3,904**	2,945
Trade receivables	*12*	**301,403**	451,526
Prepayments, deposits and other receivables		**16,624**	1,500
Cash and cash equivalents		**37,475**	22,265
		359,406	478,236
Total assets		**394,429**	483,517
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	*16*	**9,040**	6,030
Share premium		**143,588**	90,721
Other reserves		**35,343**	17,765
Retained earnings/(accumulated losses)		**9,190**	(9,579)
		197,161	104,937
Non-controlling interests		**3,216**	–
Total equity		**200,377**	104,937

	Notes	2012 HK$'000	2011 HK$'000
LIABILITIES			
Non-current liabilities			
Convertible bonds	*15*	**–**	61,837
Current liabilities			
Trade payables	*13*	**75,979**	281,713
Contingent consideration payable	*17*	**14,761**	–
Other payables, accruals and deposits received	*14*	**31,390**	17,145
Convertible bonds	*15*	**22,143**	–
Amount due to the controlling shareholder		**22,475**	2,300
Amount due to a non-controlling shareholder of a subsidiary		**215**	–
Tax payable		**27,089**	15,585
		194,052	316,743
Total liabilities		**194,052**	378,580
Total equity and liabilities		**394,429**	483,517
Net current assets		**165,354**	161,493
Total assets less current liabilities		**200,377**	166,774

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 March 2006 as an exempted company with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Pursuant to a special resolution passed by the shareholders at an extraordinary general meeting held on 12 April 2012 and approved by the Registrar of Companies in the Cayman Islands on 24 April 2012, the name of the Company has been changed from Smart Union Group (Holdings) Limited to Green International Holdings Limited.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2006.

The Group was principally engaged in manufacturing and trading of recreational and educational toys and equipment.

The Directors regard Gold Bless International Invest Limited ("Gold Bless"), a company incorporated in the British Virgin Islands, as being the immediate and ultimate holding company.

These consolidated financial statements are presented in Hong Kong dollars (HK$), and all values are rounded to the nearest thousand unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of the Company on 26 March 2013.

2 GROUP RESTRUCTURING, DISMISSAL OF WINDING-UP PETITIONS AND DISCHARGE OF PROVISIONAL LIQUIDATORS IN PRIOR YEAR

In October 2008, the Group found difficulties in meeting its short-term debts. The Directors resolved to apply for winding-up petitions for the Company and certain of its subsidiaries and apply to the High Court of Hong Kong (the "High Court") for the appointment of provisional liquidators in order to protect the assets of the Group and to safeguard the interests of both the creditors and the shareholders.

As a result of the applications, Messrs. John Robert Lees and Mat Ng were appointed as the joint and several provisional liquidators of the Company ("Provisional Liquidators") and certain of its subsidiaries by the orders of the High Court subsequently.

On 12 May 2009, an exclusivity agreement (the "Exclusivity Agreement") was entered into among the Company, Gold Bless, Mr. Yang Wang Jian ("Mr Yang"), Mr. Ting Wai-min ("Mr Ting"), and the Provisional Liquidators to grant Gold Bless a six-month exclusivity period to prepare a resumption proposal and to negotiate in good faith and enter into a legally binding agreement for the implementation of restructuring proposal in connection with the restructuring of the Company which was subsequently extended to 31 December 2010.

On 31 December 2010, the Company, the Provisional Liquidators, Gold Bless, Mr Yang and Mr Ting entered into a restructuring agreement which was subsequently supplemented by entering of two other supplemental agreements in May and June 2011 respectively (collectively the "Restructuring Agreements"). The Restructuring Agreements contemplated, among other things, the following:

(a) Capital restructuring

The capital structure of the Company had been restructured (the "Capital Restructuring") as follows:

(i) a share consolidation (the "Share Consolidation") of every twenty existing shares of HK$0.10 each into three consolidated shares (the "Consolidated Shares") of HK$0.67 each;

(ii) the reduction of capital (the "Capital Reduction") upon the Share Consolidation becoming effective, by reducing the nominal value of the Consolidated Shares from HK$0.67 each to HK$0.01 each (the "New Shares");

(iii) the cancellation of all unissued authorised share capital of HK$0.10 each and the increase of the authorised share capital to HK$40,000,000, divided into 4,000,000,000 New Shares of HK$0.01 each;

(iv) upon the Capital Reduction becoming effective, the entire amount standing to the credit of the share premium account of the Company had been cancelled (the "Share Premium Cancellation"). The credit arising from the Share Premium Cancellation had been applied to set off part of the accumulated losses of the Company as at 31 December 2010; and

(v) any rights arising under the existing convertible securities had been cancelled.

(b) Subscription of shares ("Subscription Shares")

432,000,000 Subscription Shares was subscribed by Gold Bless at a subscription price of HK$0.185 per New Share.

(c) Placing of placing shares ("Placing Shares")

The placing of 27,020,000 Placing Shares by the placing agent at HK$0.185 per New Share.

(d) Placing of convertible bonds ("Convertible Bonds")

The placing of an aggregate principal amount of HK$85,100,000 Convertible Bonds of which up to HK$63,825,000 in aggregate principal amount had been placed to Gold Bless. The holders of the Convertible Bonds are entitled to convert the Convertible Bonds into the New Shares of the Company at a conversion price of HK$0.185 per New Share within a period of two years.

(e) Scheme and group restructuring (the "Group Restructuring")

Pursuant to the terms of the Restructuring Agreements, all the debts, obligations and liabilities of the Company, whether known or unknown, whether certain or contingent, whether present, future or prospective, of the creditors (the "Scheme Creditors") had been compromised and discharged by the arrangements on completion as contemplated under the scheme of arrangement (the "Scheme") made between the Company and the Scheme Creditors pursuant to section 166 of the Companies Ordinance, which included, among other things, the following:

(i) The payment of a sum of HK$50,000,000 less any costs of the Scheme, out of the subscription, by the Provisional Liquidators for and on behalf of the Company to the scheme administrators for the benefit of the Scheme Creditors;

(ii) The issue and allotment of 34,100,000 New Shares by the Company to the Provisional Liquidators or the scheme administrators for the benefit of the Scheme Creditors; and

(iii) Immediately prior to the Scheme taking effect, all the assets of the Company and its subsidiaries (other than the shareholding in and the assets of Sino Front Limited and its subsidiaries) (the "Excluded Companies") including but not limited to all cash and cash equivalents held by the Company, all intercompany receivables, all causes of actions and claims which the Company has had against any person whether or not known to the Company as at the date when the Scheme took effect and the Excluded Companies had been transferred to a special purpose vehicle (the "Special Purpose Vehicle") controlled by the scheme administrators for the benefit of the Scheme Creditors.

The independent shareholders of the Company had resolved and approved all of the transactions contemplated under the Restructuring Agreements in an extraordinary general meeting held on 16 September 2011.

The Capital Reduction was heard and sanctioned by the Grand Court of the Cayman Islands on 27 October 2011 (Cayman Islands time) whilst the Scheme was sanctioned by the High Court on 31 October 2011. The Capital Restructuring, the Scheme and the Group Restructuring were properly implemented as of 7 November 2011.

The High Court order for the dismissal of the winding up order against the Company and the discharge of the Provisional Liquidators was granted on 7 November 2011. The Provisional Liquidators were released and discharged with effect from 7 November 2011 accordingly.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in the 2012 annual report.

3.2 Accounting policies

(a) Amended standards adopted by the Group

The following amendments to standards are mandatory for the first time for the financial year beginning 1 January 2012:

Amendments to HKFRS 1	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
Amendments to HKAS 12	Deferred tax: Recovery of Underlying Assets
Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets

The adoption of these new and revised HKFRSs has had no significant impact on these financial statements.

(b) ***Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group***

The following published standards, amendments and interpretations to existing standards are mandatory for the Group's financial periods beginning on or after 1 July 2012 or later periods and have not been adopted early by the Group:

Amendments to HKFRSs	Annual Improvements to HKFRS 2009 – 2011 Cycle, except for the amendments to HKAS 1[2]
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities[2]
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures[4]
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance[2]
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities[2]
HKFRS 9	Financial Instruments[4]
HKFRS 10	Consolidated Financial Statements[2]
HKFRS 11	Joint Arrangements[2]
HKFRS 12	Disclosure of Interests in Other Entities[2]
HKFRS 13	Fair Value Measurement[2]
HKAS 19 (Revised in 2011)	Employee Benefits[2]
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income[1]
HKAS 27 (Revised in 2011)	Separate Financial Statements[2]
HKAS 28 (Revised in 2011)	Investments in Associates and Joint Ventures[2]
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities[3]
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine[2]

1 Effective for annual periods beginning on or after 1 July 2012
2 Effective for annual periods beginning on or after 1 January 2013
3 Effective for annual periods beginning on or after 1 January 2014
4 Effective for annual periods beginning on or after 1 January 2015

The Directors anticipate that the adoption of the above new standards, amendments and interpretations to existing standards will not result in a significant impact on the results and financial position of the Group.

4 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

As the Group is principally engaged in the manufacturing and trading of recreational and educational toys and equipment which are subject to similar business risk, and resources are allocated based on what is beneficial to the Group in enhancing the value as a whole rather than any specific unit, the Group's chief operating decision-maker considers the performance assessment of the Group should be based on the results of the Group as a whole. Therefore, management considers there to be only one operating segment under the requirements of HKFRS 8.

The Group primarily operates in Hong Kong and the PRC.

The Group's sales are delivered to customers located in the following regions:

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**336,559**	571,590
The PRC	**2,929**	677
Europe	**67,871**	–
Japan	**26,980**	–
South America	**4,439**	–
North America	**2,773**	–
	441,551	572,267

Sales are allocated based on the places/countries in which customers are located. During the year ended 31 December 2012, sales of approximately HK$365,131,000 (2011: HK$571,590,000) were derived from 3 major customers (2011: 3 customers) who individually account for more than 10% of the total sales.

The Group's total assets are located in the following regions:

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**375,161**	473,912
The PRC	**19,268**	9,605
	394,429	483,517

Total assets are allocated based on where the assets are located.

The Group's non-current assets are located in the following regions:

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**31,789**	450
The PRC	**3,234**	4,831
	35,023	5,281

Non-current assets are allocated based on where the assets are located.

The Group's capital expenditures are located in the following regions:

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**80**	497
The PRC	**829**	874
	909	1,371

Capital expenditures are allocated based on where the assets are located.

5 REVENUE

The Group is principally engaged in the manufacturing and trading of recreational and educational toys and equipment. Revenue recognised during the year is as follows:

	2012	2011
	HK$'000	*HK$'000*
Sales of goods	**441,551**	572,267

6 OTHER INCOME AND OTHER GAINS

	2012	2011
	HK$'000	*HK$'000*
Other income:		
– Non-refundable income *(Note (i))*	**–**	2,912
– Sundry income	**994**	67
	994	2,979
Other gains:		
– Gain on Group Restructuring *(Note (ii))*	**–**	300,248

Notes:

(i) Non-refundable income represents the amount provided by Gold Bless to partially cover the costs incurred in the connection with the Group Restructuring in accordance with the terms of the Exclusivity Agreement.

(ii) As discussed in Note 2, the Group completed a Group Restructuring on 7 November 2011 and the Excluded Companies were transferred to the Special Purpose Vehicle. The resulting gain on disposal of the Excluded Companies and discharging of liabilities amounted to approximately HK$300,248,000.

7 EXPENSES BY NATURE

	2012	2011
	HK$'000	*HK$'000*
Auditor's remuneration		
– Current year	**600**	1,100
– Under-provision in respect of prior years	**235**	–
Depreciation of property, plant and equipment	**1,257**	836
Merchandise and raw materials used	**301,804**	464,867
Change in inventories of work-in-progress	**384**	(587)
Change in inventories of finished goods	**(1,085)**	(207)
Subcontracting charges	**55,854**	32,591
Provision for impairment of trade receivables	**4,369**	8,163
Employee benefit expenses	**24,381**	3,479
Operating lease rentals for land and buildings	**4,575**	1,674
Costs incurred for the Group Restructuring	**–**	15,599
Others	**8,332**	10,267
Total cost of sales, selling expenses and administrative expenses	**400,706**	537,782

8 FINANCE COSTS, NET

	2012 HK$'000	2011 HK$'000
Interest income on bank deposits	**4**	1
Fair value change in contingent consideration payable *(Note 17)*	**(1,494)**	–
Interest expense:		
– Other borrowings due within one year	**–**	(3,631)
– Convertible Bonds *(Note 15)*	**(6,300)**	(1,899)
Finance costs, net	**(7,790)**	(5,529)

9 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits during the year.

Enterprise Income Tax of the People's Republic of China (the "PRC EIT") has been provided at the rate of 25% (2011: 25%) on the estimated assessable profits of the Group's subsidiaries operating in the PRC during the year.

The amounts of income tax expense charged to the consolidated income statement represent:

	2012 HK$'000	2011 HK$'000
Current taxation		
– Hong Kong profits tax	**10,677**	10,200
– PRC EIT	**9**	3
Under-provision in respect of prior years		
– Hong Kong profits tax	**1,459**	–
	12,145	10,203

The taxation on the Group's profit before tax differs from the theoretical amount that would arise using the profits tax rate in Hong Kong and the PRC EIT as follows:

	2012 HK$'000	2011 HK$'000
Profit before tax	**34,049**	315,473
Calculated at a tax rate of 16.5% (2011: 16.5%)	**5,620**	52,053
Effect of different taxation rates in other countries	**(207)**	1
Income not subject to tax	**–**	(50,069)
Expenses not deductible	**749**	7,502
Tax losses for which no deferred income tax asset was recognised	**4,452**	696
Under-provision for prior years	**1,459**	–
Others	**72**	20
Income tax expense	**12,145**	10,203

10 EARNINGS PER SHARE

Basic

The calculation of basic earnings per share is based on the consolidated profit attributable to equity holders of the Company of approximately HK$18,769,000 (2011: HK$305,270,000) by the weighted average number of approximately 818,205,000 (2011: 158,895,000) ordinary shares in issue after taking into account the effect of the Share Consolidation on 7 November 2011, as stated in Note 2.

	2012	2011
Profit attributable to equity holders of the Company *(HK$'000)*	**18,769**	305,270
Weighted average number of ordinary shares in issue *(thousands)*	**818,205**	158,895
Basic earnings per share *(HK cents)*	**2.29**	192.1

Diluted

The computation of diluted earnings per share for year ended 31 December 2012 did not assume the exercise of the Company's outstanding share options (Note 16(b)(ii)) as the exercise price of the Company's share options was higher than the average market price per share.

The computation of diluted earnings per share for year ended 31 December 2012 did not assume the conversion of the Group's outstanding convertible bonds, since their conversion would result in an increase in earnings per share.

For the year ended 31 December 2011, diluted earnings per share was calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares and adjusting for the Share Consolidation, as stated in Note 2. The Company has one category of dilutive potential ordinary shares that is the Convertible Bonds (Note 15). The Convertible Bonds are assumed to have been converted into ordinary shares, and the net profit is adjusted to eliminate the interest expense of the Convertible Bonds.

	2011
Profit attributable to equity holders of the Company *(HK$'000)*	305,270
Interest expense on Convertible Bonds *(Note 15) (HK$'000)*	1,899
Profit used to determine diluted earnings per share *(HK$'000)*	307,169
Weighted average number of ordinary shares in issue *(thousands)*	158,895
Adjustments for assumed conversion of Convertible Bonds *(thousands)*	67,615
Weighted average number of ordinary shares for diluted earnings per share *(thousands)*	226,510
Diluted earnings per share *(HK cents)*	135.6

11 DIVIDENDS

No dividend in respect of the year ended 31 December 2012 (2011: Nil) is to be proposed at the forthcoming Annual General Meeting.

12 TRADE RECEIVABLES

	2012	2011
	HK$'000	*HK$'000*
Trade receivables	**313,935**	459,689
Less: Provision for impairment of trade receivables	**(12,532)**	(8,163)
	301,403	451,526

The Group's trade receivables from its customers are generally with credit periods of 90 days (2011: 90 days). The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history to minimise the credit risk.

The maximum exposure to credit risk at the reporting date is the fair value of the trade receivables. The Group does not hold any collateral as security.

The carrying amounts of trade receivables approximate their fair values.

The ageing analysis of trade receivables as at 31 December 2012 and 2011 are as follows:

	2012	2011
	HK$'000	*HK$'000*
0 – 30 days	**18,008**	19,137
31 – 60 days	**12,547**	34,882
61 – 90 days	**32,037**	45,627
91 – 180 days	**100,465**	183,309
Over 180 days	**150,878**	176,734
	313,935	459,689

As at 31 December 2012, trade receivables of approximately HK$251,234,000 (2011: HK$360,043,000) were past due but not impaired. These relate to three independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

	2012	2011
	HK$'000	*HK$'000*
31 – 60 days	**–**	–
61 – 90 days	**–**	–
91 – 180 days	**100,363**	183,309
Over 180 days	**150,871**	176,734
	251,234	360,043

13 TRADE PAYABLES

The ageing analysis of trade payables as at 31 December 2012 and 2011 are as follows:

	2012	2011
	HK$'000	*HK$'000*
0 – 30 days	**17,436**	12,783
31 – 60 days	**12,115**	32,506
61 – 90 days	**9,924**	33,039
91 days – 1 year	**30,991**	203,362
Over 1 year	**5,513**	23
	75,979	281,713

14 OTHER PAYABLES, ACCRUALS AND DEPOSITS RECEIVED

	2012	2011
	HK$'000	*HK$'000*
Accruals	**14,110**	16,695
Receipts in advance	**15,763**	–
Other payables	**1,517**	450
	31,390	17,145

The carrying amounts of other payables, accruals and deposits received approximate their fair values.

15 CONVERTIBLE BONDS

As stated in Note 2, pursuant to the Restructuring Agreements and upon completion of the Group Restructuring, the Company placed, through a placing agent an aggregate principal amount of HK$85,100,000 Convertible Bonds of which HK$63,825,000 in aggregate principal amount was placed to Gold Bless and the remaining balance of HK$21,275,000 was taken up by independent holders. Upon completion, the Company issued 460,000,000 5.0% Convertible Bonds in the aggregate principal amount of HK$85,100,000 on 7 November 2011. The bonds will mature in two years from the issue date at their nominal value of HK$85,100,000 or can be converted into shares of the Company at the holder's option before the maturity date at a conversion price of HK$0.185 per share. The values of the liability component and the equity conversion component were determined at issuance of the bonds.

The fair value of the liability component was calculated using a market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion option, is included in shareholders' equity in other reserves.

The Convertible Bonds recognised in the statement of financial position are calculated as follows:

	HK$'000
Face value of Convertible Bonds at issue date	85,100
Less: Direct issue costs	(2,553)
Face value of Convertible Bonds at issue date, net	82,547
Equity component on initial recognition	(18,872)
Liability component on initial recognition	63,675
Right of conversion exercised by bond holders	(3,737)
Interest expense *(Note 8)*	1,899
Liability component at 31 December 2011 and 1 January 2012	61,837
Right of conversion exercised by bond holders	(43,528)
Interest expense *(Note 8)*	6,300
Interest paid	(2,466)
Liability component at 31 December 2012	22,143

16 SHARE CAPITAL

(a) Authorised capital

	Number of shares	**Nominal value** *HK$'000*
At 1 January 2011	2,000,000,000	200,000
Share consolidation of 20 existing shares of HK$0.10 each into 3 Consolidated Shares of HK$0.67 each *(Note (i) (a))*	(1,700,000,000)	–
Capital reduction of the par value of the Consolidated Shares of HK$0.67 each into New Shares of HK$0.01 each *(Note (i) (a))*	–	(197,000)
Increase in authorised share capital *(Note (i) (a))*	3,700,000,000	37,000
At 31 December 2011 and 2012	4,000,000,000	40,000

(b) Issued and fully paid capital

	Number of shares	Nominal value *HK$'000*
At 1 January 2011 ordinary shares of HK$0.10 each	552,586,000	55,259
Share consolidation of 20 existing shares of HK$0.10 each into 3 Consolidated Shares of HK$0.67 each *(Note (i) (a))*	(469,698,100)	–
Capital reduction of the par value of the Consolidated Shares of HK$0.67 each into New Shares of HK$0.01 each *(Note (i) (a))*	–	(54,430)
Issue of Subscription Shares *(Note (i) (b))*	432,000,000	4,320
Issue of Placing Shares *(Note (i) (b))*	27,020,000	270
Issue of Creditors Shares *(Note (i) (b))*	34,100,000	341
Issue of shares upon conversion of Convertible Bonds *(Note (i) (c))*	27,000,000	270
At 31 December 2011 and 1 January 2012	603,007,900	6,030
Issue of shares upon conversion of Convertible Bonds *(Note (i) (d))*	301,000,000	3,010
At 31 December 2012	904,007,900	9,040

Notes:

(i) Capital restructuring

(a) Pursuant to the Restructuring Agreements entered into between the Company, the Provisional Liquidators, Gold Bless, Mr. Yang and Mr. Ting, which were approved by the independent shareholders of Company on 16 September 2011, sanctioned by the Grand Court of the Cayman Islands on 27 October 2011 and implemented by the Company on 7 November 2011, the share capital of the Company was restructured as follows:

- Share consolidation of every 20 existing shares of HK$0.10 each is consolidated into 3 Consolidated Shares of HK$0.67 each;
- Capital reduction upon the Share Consolidation became effective, by reducing the nominal value of the Consolidated Shares from HK$0.67 each to HK$0.01 each; and
- The authorised share capital is increased to HK$40,000,000, which is divided into 4,000,000,000 New Shares of HK$0.01 each.

(b) Pursuant to the Restructuring Agreements and upon completion of the Group Restructuring on 7 November 2011, the Company issued and allotted the following New Shares of HK$0.01 each:

- 432,000,000 Subscription Shares are issued to Gold Bless at a subscription price of HK$0.185 per New Share;
- 27,020,000 Placing Shares are issued through the placing agent at a price of HK$0.185 per New Share; and
- 34,100,000 Creditors Shares are issued to the scheme administrators for the benefit of the Scheme Creditors for full and final settlement of the claims by the creditors of the Company.

(c) On 9 December 2011, certain of the Convertible Bonds with a total principal amount of HK$4,995,000 were converted into the shares of the Company at a conversion price of HK$0.185 per share and accordingly, the Company issued and allotted a total of 27,000,000 shares to the Convertible Bond holders.

(d) On 15 February, 21 February and 27 April 2012, certain of the Convertible Bonds with a total principal amount of HK$55,685,000 were converted into the shares of the Company at a conversion price of HK$0.185 per share and accordingly, the Company issued and allotted a total of 301,000,000 shares to the Convertible Bond holders.

(ii) Share option scheme

On 2 September 2006, a share option scheme (the "Share Option Scheme") was approved by the shareholders of the Company, under which the Company may grant the options to any eligible participants to subscribe for shares in the Company subject to the terms and conditions stipulated in the Share Option Scheme.

On 27 April 2007, share options with rights to subscribe for a total of 10,100,000 shares of the Company at a subscription price of HK$0.78 per share were granted to selected persons with a maximum vesting period of three years, and expire on 26 April 2017.

During the year ended 31 December 2010, 300,000 share options were lapsed. In accordance with paragraph 6.4(i) of the Share Option Scheme, in the event that any eligible participants who leave the service of the Group by reasons of death, his personal representatives may exercise all or part of his options with a period being the earlier of six months after he leaves the service of the Group or the expiration of the relevant option period. Any option not so exercised shall lapse.

As a result of the decease of Mr Lai Chiu Tai on 1 November 2009 and there had been no exercise of his entitled options six months thereafter, his options were deemed as lapsed under the Share Option Scheme.

Pursuant to the Capital Restructuring as stated in Note 2, any rights arising under the existing convertible securities were to be cancelled. As the Group Restructuring was completed on 7 November 2011, all outstanding share options were declared to be lapsed.

On 11 May 2012, share options with rights to subscribe for a total of 65,800,000 shares of the Company at an exercise price of HK$0.37 per share were granted to certain substantial shareholders, directors and employees of the Group which were vested immediately on the date of grant and expire on 10 May 2022.

Movements in the above share options are as follows:

	2012		2011	
	Average Exercise price in per share ***HK$***	**Number of Share options**	Average exercise price in per share *HK$*	Number of Share options
At 1 January	**–**	**–**	0.78	5,760,000
Granted	**0.37**	**65,800,000**	–	–
Lapsed	**–**	**–**	0.78	(5,760,000)
At 31 December	**0.37**	**65,800,000**	–	–

	2012	2011
– Range of exercise prices	**HK$0.37**	–
– Weighted average remaining contractual life	**9.35 years**	–

The weighted average fair value of options granted in 2012 determined using the Trinomial Option Pricing Model was HK$0.21 per option. The significant inputs into the model were weighted average share price of HK$0.37 at the grant date, exercise price shown above, volatility of 45%, dividend yield of 0%, an expected option life of ten years, and annual risk-free interest rate of 1.14%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over 233 days.

17 BUSINESS COMBINATION

Acquisition of Tai Cheng International Limited

On 8 May 2012, the Group acquired 55% equity interest in Tai Cheng International Limited ("Tai Cheng"), a company incorporated in Hong Kong, at a total consideration of not in excess of HK$30,000,100. Tai Cheng is principally engaged in trading of toys in Hong Kong.

The acquired business contributed revenue and net profit of approximately HK$105,143,000 and HK$6,968,000 respectively to the Group for the period from 8 May 2012 to 31 December 2012.

The following table summarises the consideration for the acquisition of Tai Cheng, and the fair values of the assets acquired and liabilities assumed recognised at the acquisition date.

The fair values of the identifiable assets and liabilities of Tai Cheng at the date of acquisition were as follows:

	Fair value recognised on acquisition *HK$'000*
Purchase consideration	
– Cash paid *(Note (i))*	–
– Contingent consideration *(Note (ii))*	30,000
Total purchase consideration	30,000
Recognised amounts of identifiable assets acquired and liabilities assumed	
Property, plant and equipment	9
Trade receivables	897
Prepayment, deposits and other receivables	23
Cash and cash equivalents	210
Trade payables	(547)
Amount due to a non-controlling shareholder of a subsidiary	(154)
Total identifiable net assets	438
Non-controlling interests	(197)
Goodwill	29,759
	30,000

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition are as follows:

Cash and cash equivalents acquired	210
Less: Consideration satisfied by cash *(Note (i))*	–
Net cash inflow on acquisition of a subsidiary	210

Notes:

(i) The cash consideration paid was HK$100. The amount shown above was a result of rounding.

(ii) Contingent consideration in aggregate not exceeding HK$30,000,000 shall be settled by the issue of convertible bonds (the "Tai Cheng CB") in three tranches of HK$10,000,000 each for each financial year ended 31 December 2012, 2013 and 2014 respectively.

The principal amount of the Tai Cheng CB to be issued in each tranche shall be determined by the proportion of the audited profit after taxation of Tai Cheng to the benchmark profit, as multiplied by HK$10,000,000. The benchmark profit is HK$12,000,000, HK13,000,000 and HK$14,000,000 for each financial year ended 31 December 2012, 2013 and 2014 respectively.

The Tai Cheng CB, if issued, will be non-interest bearing, mature three years from the date of issue and is convertible into the shares of the Company at a conversion price of HK$0.50 per share.

A liability component and an equity conversion component were classified at initial recognition of this contingent consideration payable.

The fair value of the liability component of the Tai Cheng CB was initially recognised at the date of acquisition at approximately HK$13,267,000 by using the discount cash flow model. The fair value estimates were based on assumed discount rates ranging from 17.90% to 18.15%. This liability component was subsequently measured at fair value of approximately HK$14,761,000 as at 31 December 2012 in contingent consideration payable, with change in fair value of approximately HK$1,494,000 recognised as finance costs (Note 8) in the consolidated income statement.

The equity component of the Tai Cheng CB of approximately HK$16,733,000, which represents the value of the equity conversion option of the contingent consideration payable, was included in shareholders' equity in other reserves.

18 CAPITAL COMMITMENTS

	2012	2011
	HK$'000	*HK$'000*
Contracted but not provided for:		
– Acquisition of land	**4,786**	–
– Construction of plant	**10,000**	–
– Purchase of machinery	**6,136**	–
	20,922	–

19 OPERATING LEASE COMMITMENTS

The future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings are as follows:

	2012	2011
	HK$'000	*HK$'000*
Not later than one year	**3,299**	1,981
Later than one year but not later than five years	**2,119**	3,592
	5,418	5,573

20 CONTINGENT LIABILITIES

The Group had no material contingent liabilities arising from the ordinary course of business as at 31 December 2011 and 2012.

MANAGEMENT DISCUSSION AND ANALYSIS

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed by the shareholders of the Company at an extraordinary general meeting on 12 April 2012 and approved by the Registrar of Companies in the Cayman Islands on 24 April 2012, the name of the Company has been changed from "Smart Union Group (Holdings) Limited" to "Green International Holdings Limited" and the Chinese name of the Company has been changed from "合俊集團（控股）有限公司" to "格林國際控股有限公司".

OVERALL PERFORMANCE FOR THE YEAR

Total revenue of approximately HK$441,551,000 was recorded by the Group during the year ended 31 December 2012, as compared to approximately HK$572,267,000 for the year 2011. The drop in total revenue was due to the decline in orders from the European countries and the United States ("U.S."). However, the gross profit and gross profit margin of the Group has remained strong as the Group has taken a new strategic angle in reshaping the business model.

The Group's gross profit was approximately HK$78,534,000 in 2012, as compared to approximately HK$73,268,000 in 2011, representing an increase of approximately HK$5,266,000; the gross profit margin has increased from 12.8% in 2011 to 17.8% in 2012. This was mainly attributable to the shift in business focus and the expansion of customer base. The management focuses on sales in the People's Republic of China (the "PRC") and has developed merchandise relating to animations and online games. The Group has kept close relationships with its strategic partners in the PRC and has continued to develop new products.

The profit for the year attributable to equity holders of the Company amounted to approximately HK$18,769,000 in 2012 whilst it was approximately HK$305,270,000 in 2011. Excluding the effect of a gain on group restructuring of approximately HK$300,248,000 in 2011, the profit for the year attributable to equity holders of the Company has increased by approximately 3.7 times. This was mainly attributable to a better gross profit margin as explained above.

The Group would also like to highlight that the trade receivables ageing period may seem long. There are several reasons that contributed to this. The global economic condition has put strain on trading. This has also affected the Group's customers. In view of that, the Group extends the credit period to long time customers with good standing relationships. Despite the trade receivables ageing of the Group reflects a longer period when comparing to the industry standard practice of 90-120 days, the Directors are confident to have them collected in the years to come.

BUSINESS REVIEW

The Group has succeeded in decreasing its reliance on its three major customers, due to an expansion of customer base, the Group's sales attributable to the three major customers has decreased from 100% in 2011 to 83% in 2012.

The Group has acquired 55% equity interests in Tai Cheng International Limited in May 2012. Tai Cheng International Limited is principally engaged in the trading of toys. The acquisition provides an opportunity for the Group to expand its trading business and broaden its customer bases to different countries and regions.

Besides, the Group has established a wholly-owned subsidiary, Green Capital (Hong Kong) Limited to act as the principal investment arm of the Group.

The Group concentrated on business operation in 2012 and has also devoted resources in research and development for a long term business growth. The Group is also seeking cooperation and forming joint ventures with other prospective companies to expand its business.

BUSINESS PROSPECTS

As the European sovereignty debt crisis still lingers over the global markets, it is expected that the demand for our products and the order size from our customers will continue to labour under uncertainties. Considering that 2013 is likely another challenging year for toys industries worldwide, the management will keep circumspection, further enhance operation and production efficiency and impose more rigorous requirements on the quality of products.

At the same time that the Group strengthens the foundation of its business, it will actively diversify its customer base and carry on developing new products and technology in enhancement of product competitiveness and in expectation of larger market share when the economy improves and consumption demand rebounds.

Meanwhile, the goals of the Group remains to be simplification of work flow, enhancement of operation efficiency, the streamlining of production procedures through automation, improvement of production efficiency of its factories and the reduction of outgoings and transportation and administration costs, so as to bring greater returns to the shareholders as the profitability of the Group increases.

In the future, toys industries will face greater challenges. The management however believes that opportunities abound at the same time. Apart from our commitment to our established businesses, we will keep on integrating our business areas. The management will actively consider the possibilities of seeking further development, and by every possible means broaden our sources of revenue and avoid relying on a single business segment.

BUSINESS ENVIRONMENT FORECAST

Macro-Economic Environment of the Western Economy

Slow Economic Growth: Since the 2008 financial crisis, there has been a lack of clarity in the economy of the U.S. and Europe. In 2012, the debt crisis in Europe further drove the global economy to a decline, resulting in an unfavourable macro-economic and business environment. Job markets in Europe and the U.S. are not optimistic, consumer confidence is weak and consumer sentiment is low. At the same time, the global stock market is fluctuating and unstable. Although the Eurozone countries and the U.S. are taking steps to mitigate the problems at hand, the outlook of the world economy remains grim.

Consumer Trade Decline: The developed countries still have relatively less imports from the developing countries. The European countries and the U.S. launched a series of trading barriers such as tariffs to restrict and reduce imports from developing countries. On the retailer sector, market reports indicated that the sales of the U.S. toy retailing industry as a whole is in decline on a unit basis as compared to last year. As a whole, the Group expects uncertainties in the global economic environment to persist in 2013. The developing countries will be recovering slowly.

Despite the slowdown in the economy, management of the Group has made proactive strategies to strive in this situation. The first step is to explore more market opportunities in the PRC, by diversifying the business and developing a strong relationship with the PRC customers.

Macro-Economic Environment of the Chinese Economy

The Second Largest Economy: The GDP growth in the PRC dropped from 9.3% in 2011 to 7.8% in 2012. The 2012 GDP growth was the lowest since 1999. However, the PRC still maintains its position as the world's second largest economy and the GDP growth is still very high as compared to many developed countries or major developing countries in the world. This indicates the PRC has a huge market and consumer group.

Exchanges Rate Rising: The Chinese economy is also affected by the U.S. and European countries. Fluctuations in the exchange rates create risks for the Group. Appreciation in Renminbi leads to the decrease in international exports.

Exports in the PRC is declining because of the fluctuations in exchange rates, increase in costs and decrease in demand. Meanwhile, other statistics show that internal demand in the PRC is increasing. In light of that, the Group plans to expand its business in the PRC consumer market and at the same time, maintain the current revenue base in the Western economy.

Industry Analysis: Development Challenges

There are many external factors that would affect the business development plan in the PRC and which include the following:

Costs Increase: Appreciation of Renminbi, increase in salaries, difficulties in labour recruitment, increase of production and material costs and the requirements of quality certification by the overseas countries are the major challenges for toys companies. Due to the rising costs, certain established European and American toys companies have transferred parts of their businesses from the PRC to Southeast Asian countries.

Export Difficulties: European and North American governments set lots of entry barriers to other foreign countries. Some developing countries also build trade barriers with export quota or licenses to limit toys importing from the PRC. Moreover, with the mounting pressure from Renminbi's appreciation, it is becoming increasingly difficult to derive profit from exports.

Decline in Demand: European and North American consumptions decrease due to the economic contraction. Toys export decreases with the decline in demand, which leads to decrease in total profit.

Industry Competition: The toys industry is becoming more competitive. The profit margin becomes lower and the new products have shorter life cycles. To stand out in this environment, the Group must focus on producing innovative and creative products as well as cost control.

Talents Shortage: There is a lack of independent research and development capabilities of the OEM toys companies and a lack of talents in design to support their research, development and innovative designs; meanwhile, a shortage of salespeople also decreases the effectiveness of marketing and sales.

Industry Trend: The Chinese traditional toys industry is heading downhill.

Industry Analysis: Future Development Trend

Government Support: The PRC government stated its support to the development of the cultural industry. Toys companies, of which the majority manufactures peripheral products in the downstream parts of the cultural industry, are also strongly supported and granted preferential policies by the government. This promotes the further development of the toys industry in the PRC market.

Industry Segments: The toys industry in the PRC will develop in different directions and become more differentiated and diversified in the future.

Brand Building: An increasing number of enterprises are building their own brands because the profit of ODM enterprises is generally three to five times higher than OEM enterprises. Enterprises with their own brands have independent research, development and design capability so that they can design a variety of popular products quickly according to market demand. Therefore, focus should be put on customer preferences during the building of brands. The government, the media and other social groups will give more attention to larger corporations.

Product Development: Products of the toys industry need more innovations and diversity to retain competitiveness. For example high-tech toys, toys from popular animations and online-games have huge potentials in the PRC market. Research shows that toys from the online-games segment have substantial development potentials. However, at the same time, the initial research and development costs of online-games are high and the cost recovery period is long. Thus, understanding of the market, detailed planning and strong support from the management are required for this segment to prosper.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2012, the Group held cash and bank balances of approximately HK$37,475,000 (2011: HK$22,265,000). Net current assets amounted to approximately HK$165,354,000 (2011: HK$161,493,000). Current ratio (defined as total current assets divided by total current liabilities) was 1.85 times (2011: 1.51 times). The ratio of the Group's total liabilities to total assets was approximately 49.2% (2011: 78.3%). As detailed in the 2012 annual report, as at 31 December 2012, the gearing ratio of the Group was 3% (2011: 28.5%) when it was calculated as net debt divided by total capital. As at 31 December 2012, the Group had outstanding borrowings of approximately HK$44,618,000 (2011: HK$64,137,000).

FOREIGN EXCHANGE EXPOSURE

The Group is exposed to foreign exchange risk, as most of the Group's assets and liabilities, revenue and expenditure are denominated in Renminbi, U.S. Dollars and Hong Kong Dollars. As at 31 December 2012, the Group had insignificant exposure to foreign exchange risk as substantially all sales and purchases transactions, recognised assets and liabilities were primarily denominated in U.S. Dollar, Hong Kong Dollar and Renminbi.

CAPITAL STRUCTURE

The Group has undergone the Group Restructuring during the year ended 31 December 2011 with details stated in Note 2 to this announcement.

During the year ended 31 December 2012, certain of the Convertible Bonds with a total principal amount of HK$55,685,000 were converted into the shares of the Company at a conversion price of HK$0.185 per share and, accordingly, the Company issued and allotted a total of 301,000,000 shares to the Convertible Bond holders. Save as the disclosure herein and the granting of 65,800,000 share options to certain substantial shareholders, Directors and employees of the Group, there were no changes in the capital structure of the Company during the year.

CHARGES ON GROUP ASSETS

As at 31 December 2012, none of the Group's assets was pledged to secure any facilities or borrowings granted to the Group.

SIGNIFICANT ACQUISITION AND DISPOSAL OF ASSETS

The Group has undergone the Group Restructuring during the year ended 31 December 2011 with details stated in Note 2 to this announcement. The assets and liabilities of the Group transferred to the Special Purpose Vehicle under the Scheme during the year ended 31 December 2011 were detailed in the Company's 2011 annual report.

During the year ended 31 December 2012, the Group acquired 55% equity interests in Tai Cheng International Limited, a company incorporated in Hong Kong with limited liability, at a consideration not in excess of HK$30,000,100. Tai Cheng International Limited is principally engaged in the trading of toys. The acquisition provides an opportunity for the Group to expand its trading business and broaden its customer bases to different countries and regions.

COMMITMENTS AND CONTINGENT LIABILITIES

The Group's capital and operating lease commitments as at 31 December 2012 are detailed in Notes 18 and 19, respectively, to this announcement.

The Group did not have any contingent liabilities as at 31 December 2012.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2012, the Group employed 145 employees. The Group continues to maintain and upgrade the capabilities of its workforce by providing its employees with adequate and regular trainings. The Group remunerates its Directors and employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as individual's performance.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company did not redeem any of its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") nor did the Company or any of its subsidiaries purchase any of such shares during the year.

CODE ON CORPORATE GOVERNANCE PRACTICE

The Board believes that good governance is essential to the maintenance of the Group's competitiveness and to its healthy growth. The Company has adopted practices which meet the requirements of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the CG Code. The Company has been in compliance with all code provisions set out in the CG Code for the year ended 31 December 2012, save for the deviation from code provision A.2.1 and A.6.7 which were explained below.

Under the code provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company has appointed Mr. Wong Man Keung, the chief executive officer of the Company, as the acting chairman of the Company, upon the resignation of Mr. Yang Wang Jian on 8 November 2012. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company, as the Board will meet regularly to consider major matters affecting the operations of the Group. The roles of the respective executive directors and senior management who are in charge of different functions complement the role of the chairman and chief executive officer. The Board believes that this structure is conducive to strong and consistent leadership enabling the Group to operate efficiently until a suitable person is identified by the Board to be the chairman of the Company.

Under the code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Two independent non-executive Directors did not attend an extraordinary general meeting held on 12 April 2012 and one independent non-executive Director did not attend the annual general meeting held on 1 June 2012 due to other work commitments. The Company will strengthen its planning process, by giving all Directors sufficient time to arrange their work in advance and providing any necessary support for their presence and participation in the meetings, so as to facilitate all Directors attending the Company's future general meetings.

MODEL CODE ON SECURITIES TRANSACTION BY DIRECTORS

During the year, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of the Directors, the Directors have confirmed their compliance with the required standard as set out in the Model Code during the year.

AUDIT COMMITTEE

The audit committee currently comprises three independent non-executive Directors of the Company, namely Mr. Low Chin Sin (Chairman), Mr. Yeung King Wah, Kenneth and Mr. Wu Hong. The audit committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the audited consolidated financial statements of the Company for the year ended 31 December 2012.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

The annual results announcement has been published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (http://www.irasia.com/listco/hk/greeninternational/index.htm). The 2012 annual report of the Company containing all the information required by the Listing Rules will be despatched to the shareholders of the Company and published on the websites of Hong Kong Exchanges and Clearing Limited and the Company on or before 30 April 2013.

SCOPE OF WORK OF PARKER RANDALL CF (H.K.) CPA LIMITED

The figures in respect of the Company's annual results announcement for the year ended 31 December 2012 have been agreed by the Company's external auditors, Parker Randall CF (H.K.) CPA Limited, to the amounts set out in the Company's consolidated financial statements for the year. The work performed by Parker Randall CF (H.K.) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Parker Randall CF (H.K.) CPA Limited on the annual results announcement.

By Order of the Board
Green International Holdings Limited
Wong Man Keung
Acting Chairman

Hong Kong, 26 March 2013

As at the date of this announcement, the Board comprises (i) four executive Directors: Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chan Yin Tsung and Mr. Tung Yee Shing; (ii) one non-executive Director: Ms. Leung Pui Kwan and (iii) three independent non-executive Directors: Mr. Yeung King Wah, Kenneth, Mr. Wu Hong and Mr. Low Chin Sin.