

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Green International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2700)

**VOLUNTARY ANNOUNCEMENT:
MEMORANDUMS OF UNDERSTANDING
RELATING TO PROPOSED ACQUISITIONS**

The board (the **“Board”**) of directors (the **“Directors”**) of Green International Holdings Limited (the **“Company”**) is pleased to announce that on 26 November 2013, 致福玩具（深圳）有限公司 (Zhifu Toys (Shenzhen) Limited*, a wholly-owned subsidiary of the Company, **“Zhifu”**) entered into a memorandum of understanding with 深圳市匯豐和投資有限公司 (Shenzhen Huifenghe Investment Limited*, **“Shenzhen Huifenghe”**), pursuant to which, Zhifu proposed to acquire the entire interest in Shops Nos. 101 to 118, 201 to 205 and 207 of 頤景峰苑 (Yijingfengyuan*) which is situated on and including the parcel of land numbered G09303-0362 at Longgang Town, Longgang District, Shenzhen, Guangdong, the People’s Republic of China (the **“PRC”**) from Shenzhen Huifenghe (the **“Yijingfengyuan Project”**) pursuant to the terms and conditions to be agreed between Zhifu and Shenzhen Huifenghe. The consideration is yet to be agreed and will be determined with reference to the valuation of the Yijingfengyuan Project by an independent valuer to be appointed. It is proposed that the consideration payable by Zhifu for the Yijingfengyuan Project may be settled by way of cash and/or issue of shares and/or bonds of the Company or by such other manner as may be agreed in the formal agreement to be entered into.

Besides, the Board is pleased to announce that on 27 November 2013, Green Capital (Hong Kong) Limited (a wholly-owned subsidiary of the Company, **“Green Capital”**) entered into a memorandum of understanding with China Real Estates Investment Holdings Limited (**“China Real Estates”**), pursuant to which, Green Capital proposed to acquire the entire interest in a property which is situated at Silver Valley Villa, 48 Silver Lake Road, Luohu District, Shenzhen, the PRC from China Real Estates (the **“Grandy Silver Lake Club Project”**) pursuant to the terms and conditions to be agreed between Green Capital and China Real Estates. The consideration is yet to be agreed and it is proposed that the consideration payable by Green Capital for the Grandy Silver Lake Club Project may be settled by way of cash and/or issue of shares and/or bonds of the Company or by such other manner as may be agreed in the formal agreement to be entered into.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Shenzhen Huifenghe, China Real Estates and their respective ultimate beneficial owners are third parties independent of the Company and connected persons (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company.

Pursuant to the memorandums of understanding mentioned above (the "**MOUs**"), signing of the formal agreements shall be subject to the satisfactory due diligence on the Yijingfengyuan Project and the Grandy Silver Lake Club Project, respectively, and the signing of the respective formal agreement within the exclusivity period of six months from the date of the respective MOUs (the "**Exclusivity Period**"). In addition, completion of the proposed acquisition of the Yijingfengyuan Project and/or the Grandy Silver Lake Club Project (the "**Proposed Acquisitions**") are also subject to certain conditions precedent, including, inter alia, (i) the entering into of the respective formal agreement; (ii) the confirmation of surrender from any person who has the exclusive right to acquire any interests in the Yijingfengyuan Project or the Grandy Silver Lake Club Project (as the case may be); (iii) compliance with relevant rules and regulations, including without limitation, the Listing Rules; (iv) there is no material adverse change to, among others, the businesses, assets, financial conditions, performances, operations of Shenzhen Huifenghe, China Real Estates, the Company and their respective subsidiaries. However, save for the provisions relating to the Exclusivity Period are legally-binding, nothing in this paragraph constitutes a legally binding obligation on the parties.

Exclusivity Period

Each of Shenzhen Huifenghe and China Real Estates has undertaken that they will procure that during the Exclusivity Period or such other period as may be agreed to extend by the parties to the MOUs, they will not discuss, negotiate, enter into any written or verbal agreement or understanding with any other third party(ies) for the disposal, sale or transfer of the interest in the Yijingfengyuan Project or the Grandy Silver Lake Club Project (as the case may be).

REASONS FOR THE PROPOSED ACQUISITIONS

In order to seek for more business opportunities and to maximise return to the Company and the shareholders of the Company in the long run, the Directors considered that it was in the interest of the Company and its shareholders to enter into the MOUs to explore the possibility of diversification of the business of the Company and its subsidiaries.

GENERAL

Shareholders of the Company and potential investors should note that the Proposed Acquisitions may or may not materialize. Further announcement(s) in relation to the Proposed Acquisitions will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate. Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

* for identification purposes only

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

Hong Kong, 29 November 2013

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