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GREEN INTERNATIONAL

Holdings Limited

格林國際控股有限公司

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格林國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2700)

SUBSCRIPTION OF CONVERTIBLE BONDS:

**(1) BY HK YINGER UNDER HK YINGER SPECIFIC MANDATE
CONSTITUTING A CONNECTED TRANSACTION;**

(2) BY ZHEYIN TIANQIN UNDER ZHEYIN TIANQIN SPECIFIC MANDATE;

AND

(3) BY THE INVESTOR UNDER GENERAL MANDATE;

AND

PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL

SUBSCRIPTION OF CONVERTIBLE BONDS

On 26 January 2018 (after trading hours), the Company entered into the CB Subscription Agreements with the CB Subscribers pursuant to which the Company conditionally agreed to issue, and the CB Subscribers conditionally agreed to subscribe for, Convertible Bonds in the aggregate principal amount of HK\$207,200,000.

Based on the initial Conversion Price of HK\$0.17 per Conversion Share, an aggregate of 1,218,823,528 Conversion Shares will be allotted and issued by the Company upon exercise in full of the conversion rights attaching to the Convertible Bonds, representing: (a) approximately 61.79% of the existing issued share capital of the Company, (b) approximately 38.19% of the issued share capital of the Company as enlarged by the issue of 1,218,823,528 Conversion Shares; and (c) approximately 36.75% of the issued share capital of the Company as enlarged by the issue of 1,218,823,528 Conversion Shares and the full conversion of the Zheyin Tianqin 2017 CB as undertaken by Zheyin Tianqin subject to completion of the Zheyin Tianqin CB Subscription, in each case assuming there is no other change in the issued share capital of the Company between the date of this announcement and the full conversion of the Convertible Bonds.

The initial Conversion Price of HK\$0.17 represents: (i) a premium of approximately 4.29% over the closing price of HK\$0.163 per Share as quoted on the Stock Exchange on the date of signing of the Subscription Agreements; and (ii) a premium of approximately 5.46% over the average closing price of HK\$0.1612 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of signing of the Subscription Agreements.

The gross and net proceeds from the CB Subscriptions are expected to be approximately HK\$207.2 million and HK\$204.1 million, respectively. It is intended that the net proceeds of the HK Yinger CB Subscription in the amount of approximately HK\$118.2 million will be used by the Company for the repayment and set-off of the principal of the First and Second HK Yinger Loans. It is intended that the net proceeds of the Zheyin Tianqin CB Subscription in the amount of approximately HK\$59.1 million will be used by the Company as to HK\$9 million for financing the remaining cash consideration for the completion of the Charm Eastern Acquisition, HK\$29 million for the repayment of March 2015 CB (unless they are converted under the terms thereof), approximately HK\$5 million for the settlement of the remaining principal and interest on the First and Second HK Yinger Loans and approximately HK\$16.1 million for settlement of the Group's other debts as they fall due and/or general working capital. It is intended that the net proceeds of the Investor CB Subscription in the amount of approximately HK\$26.8 million will be used by the Company for settlement of the Zheyin Tianqin 2017 CB if the Company is called upon to redeem those bonds without conversion, or to apply for settlement of the Group's other debts and/or general working capital if the Zheyin Tianqin 2017 CB are converted without redemption.

PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL

The Board proposes to increase the authorized share capital of the Company from HK\$40,000,000.00 divided into 4,000,000,000 Shares to HK\$200,000,000.00 divided into 20,000,000,000 Shares by the creation of additional 16,000,000,000 Shares, which will rank pari passu in all respects with each other.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Gold Bless is interested in 987,697,627 Shares, representing approximately 50.07% of the issued share capital of the Company. Mr. Yu is an executive Director, the chairman of the Board and owns at least 35% of Gold Bless. Mr. Yu is regarded as a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the HK Yinger CB Subscription Agreement constitutes a connected transaction for the Company under the Chapter 14A of the Listing Rules and is subject to the announcement, reporting and Independent Shareholders' approval requirements pursuant to the Listing Rules.

The Conversion Shares under the HK Yinger CB Subscription will be issued under the HK Yinger Specific Mandate, which is subject to Independent Shareholders' approval at the EGM. The Conversion Shares under the Zheyin Tianqin CB Subscription will be issued under the Zheyin Tianqin Specific Mandate, which is subject to Shareholders' approval at the EGM.

The EGM will be convened and held for the purposes of considering and, if thought fit, approving the HK Yinger CB Subscription Agreement and Zheyin Tianqin CB Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandates. In accordance with the Listing Rules, Mr. Yu and his associates will be required to abstain from voting on the resolution(s) in respect of the HK Yinger CB Subscription at the EGM, and Zheyin Tianqin and its associates will be required to abstain from voting on the resolution(s) in respect of the Zheyin Tianqin CB Subscription at the EGM.

The Independent Board Committee has been established to advise the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement. An Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other matters, (i) further information on the HK Yinger CB Subscription Agreement and Zheyin Tianqin CB Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandates; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement; (iii) a letter from the Independent Financial Adviser containing their advice to the Independent Board Committee and the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement; and (iv) the notice of the EGM, is expected to be dispatched to the Shareholders on or before 13 February 2018.

WARNING

SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD NOTE THAT COMPLETION OF THE CB SUBSCRIPTION AGREEMENTS IS CONDITIONAL UPON THE SATISFACTION OF CERTAIN CONDITIONS PRECEDENT TO THE CB SUBSCRIPTION AGREEMENTS. ACCORDINGLY, THE CB SUBSCRIPTIONS MAY OR MAY NOT PROCEED. SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

THE CB SUBSCRIPTION BY HK YINGER

On 26 January 2018 (after trading hours), the Company entered into the HK Yinger CB Subscription Agreement with HK Yinger pursuant to which the Company conditionally agreed to issue, and HK Yinger conditionally agreed to subscribe for, Convertible Bonds in the aggregate principal amount of HK\$120,000,000.

Conditions Precedent to the HK Yinger CB Subscription

Completion of the HK Yinger CB Subscription Agreement is conditional upon:

- (1) the Company having obtained the approval from the Stock Exchange for the listing of, and permission to deal in, the HK Yinger Conversion Shares upon conversion of the HK Yinger Convertible Bonds, and such approval not having been revoked or cancelled prior to completion of the HK Yinger CB Subscription; and
- (2) the obtaining by the Company of the approval of the Independent Shareholders at the EGM in respect of the connected transaction arising from the HK Yinger CB Subscription and the HK Yinger Specific Mandate arising from the issue of the HK Yinger Convertible Bonds.

None of the Conditions above can be waived by any party in any event.

The long stop date for the fulfillment of the condition precedent to the HK Yinger CB Subscription Agreement is 3 March 2018 (“**First Long Stop Date**”). If the conditions precedent to the HK Yinger CB Subscription Agreement are not fulfilled at or before 5:00 p.m. on the First Long Stop Date, the Company may extend the long stop date to 2 April 2018 (“**Second Long Stop Date**”). If the conditions precedent to the HK Yinger CB Subscription Agreement are not fulfilled at or before 5:00 p.m. on the Second Long Stop Date, then unless the Company and HK Yinger mutually agree to further extend the long stop date, the HK Yinger CB Subscription Agreement shall lapse and become null and void and the parties to the HK Yinger CB Subscription Agreement shall be released from all obligations thereunder forthwith, save for liabilities for any antecedent breaches thereof.

Completion of the HK Yinger CB Subscription shall take place within ten Business Days after the day on which the last condition precedent to the HK Yinger CB Subscription Agreement is fulfilled (or such other date as the Company and HK Yinger may agree in writing).

Under the terms of the HK Yinger CB Subscription Agreement, HK Yinger has the right to nominate either itself, Mr. Yu or any corporate entity wholly-owned by HK Yinger or Mr. Yu to take up the HK Yinger Convertible Bonds on completion of the HK Yinger CB Subscription.

Information relating to HK Yinger and Mr. Yu

HK Yinger is a company incorporated in Hong Kong with limited liability principally engaged in investment holding. HK Yinger is the lender of the First and Second HK Yinger Loans (as defined below). Based on the information provided by Mr. Yu, HK Yinger is 100% legally and beneficially owned by Mr. Yu.

Mr. Yu is an executive Director, the chairman and a controlling shareholder of the Company who is deemed, pursuant to Part XV of the SFO, to be interested in 987,697,627 Shares held by Gold Bless, representing 50.07% of the total issued share capital of the Company. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries with Mr. Yu, as at the date of this announcement, (a) Gold Bless is deemed as a controlled corporation of Mr. Yu pursuant to Part XV of the SFO because of

the 20% and 15% registered shareholding of Mr. Yu and Winning Top Investments Limited (“**Winning Top**”) in Gold Bless; and (b) Winning Top is 100% legally and beneficially owned by Mr. Yu; and (c) Mr. Yu is not a director of Gold Bless and to the best of his knowledge, information and belief, Mr. Yang is the sole director of Gold Bless.

Based on disclosure of interest filings made on behalf of Mr. Yang, it was disclosed that Mr. Yang is the registered shareholder of the other 65% issued share capital of Gold Bless (the “**Disputed Gold Bless Shareholding**”). Based on the information provided by Mr. Yu, (a) he has an alleged claim over the Disputed Gold Bless Shareholding; (b) he has commenced legal action in Hong Kong (the “**Gold Bless Litigation**”) against Mr. Yang which may, subject to the outcome of the litigation, affect the ownership of the Disputed Gold Bless Shareholding; (c) pursuant to the order of the High Court of Hong Kong, the 987,697,627 Shares held by Gold Bless are maintained with a licensed financial institution until further order or the conclusion of the Gold Bless Litigation; (d) pursuant to the order of the High Court of Hong Kong, Mr. Yang and Gold Bless cannot deal with the Disputed Gold Bless Shareholding and with the 987,697,627 Shares held by Gold Bless until further order or the conclusion of the Gold Bless Litigation. Based on the information provided by Mr. Yu, the Board is of the view that, Mr. Yu is a connected person of the Company as defined in Chapter 14A of the Listing Rules because of his directorship in the Company and at least 35% shareholding owned by him and Winning Top in Gold Bless, a substantial shareholder of the Company, regardless of the outcome of the Gold Bless Litigation.

The First and Second HK Yinger Loans

HK Yinger is the lender under (a) the loan agreement dated 14 June 2017 regarding the grant of loan to the Company (as borrower) in the principal amount of HK\$60 million (the “**First HK Yinger Loan**”) at the interest rate of 4.8% per annum for a period of one year (with lender’s right to demand earlier repayment); and (b) the loan agreement dated 3 October 2017 regarding the grant of loan to the Company (as borrower) in the principal amount of HK\$60 million (the “**Second HK Yinger Loan**”) at the interest rate of 6.5% per annum for the period of six months (with lender’s right to demand earlier repayment). Further details regarding the First and Second HK Yinger Loans were already disclosed in the Company’s announcements dated 14 June and 3 October 2017, respectively.

The First and Second HK Yinger Loans shall start to fall due in June and April 2018, respectively, unless demanded for earlier dates or extended by HK Yinger. If the HK Yinger CB Subscription proceeds to completion before the Second Long Stop Date, the Company will be able to apply the raised proceeds in partial set-off and repayment of the outstanding principal and accrued interest of the First and Second HK Yinger Loans on or before their respective contractual due dates.

Automatic conversion of HK Yinger Convertible Bonds

Unless previously redeemed by HK Yinger as a result of the occurrence of an Event of Default or redeemed pursuant to the exercise of the Company’s redemption above or it becomes necessary for the Company to redeem all or part of the HK Yinger Convertible Bonds on the Maturity Date as conversion is prohibited by the Conversion Restrictions, the HK Yinger Convertible Bonds are automatically converted into Conversion Shares on the Maturity Date. For the avoidance of doubt, no interest shall be payable on the HK Yinger Convertible Bonds if they are eventually converted into Conversion Shares.

THE CB SUBSCRIPTION BY ZHEYIN TIANQIN

On 26 January 2018 (after trading hours), the Company entered into the Zheyin Tianqin CB Subscription Agreement with Zheyin Tianqin pursuant to which the Company conditionally agreed to issue, and Zheyin Tianqin conditionally agreed to subscribe for, Convertible Bonds in the aggregate principal amount of HK\$60,000,000.

The principal terms of the Convertible Bonds are summarised in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE BONDS” in this announcement.

Conditions Precedent to the Zheyin Tianqin CB Subscription

Completion of the Zheyin Tianqin CB Subscription Agreement is conditional upon:

- (1) the Company having obtained the approval from the Stock Exchange for the listing of, and permission to deal in, the Zheyin Tianqin Conversion Shares upon conversion of the Zheyin Tianqin Convertible Bonds, and such approval not having been revoked or cancelled prior to completion of the Zheyin Tianqin CB Subscription; and
- (2) the obtaining by the Company of the approval of the Shareholders at the EGM in respect of the Zheyin Tianqin Specific Mandate arising from the Zheyin Tianqin CB Subscription and the issue of the Zheyin Tianqin Convertible Bonds; and
- (3) the completion of HK Yinger CB Subscription.

None of the Conditions above can be waived by any party in any event.

The long stop date for the fulfillment of the condition precedent to the Zheyin Tianqin CB Subscription Agreement is 3 March 2018 (i.e. the First Long Stop Date). If the conditions precedent to the Zheyin Tianqin CB Subscription Agreement are not fulfilled at or before 5:00 p.m. on the First Long Stop Date, the Company may extend the long stop date to 2 April 2018 (i.e. the Second Long Stop Date). If the conditions precedent to the Zheyin Tianqin CB Subscription Agreement are not fulfilled at or before 5:00 p.m. on the Second Long Stop Date, then unless the Company and Zheyin Tianqin mutually agree to further extend the long stop date, the Zheyin Tianqin CB Subscription Agreement shall lapse and become null and void and the parties to the Zheyin Tianqin CB Subscription Agreement shall be released from all obligations thereunder forthwith, save for liabilities for any antecedent breaches thereof.

Completion of the Zheyin Tianqin CB Subscription shall take place within ten Business Days after the day on which the last condition precedent to the Zheyin Tianqin CB Subscription Agreement is fulfilled (or such other date as the Company and Zheyin Tianqin may agree in writing).

Under the terms of the Zheyin Tianqin CB Subscription Agreement, Zheyin Tianqin has the right to nominate either itself, Mr. Xia or any corporate entity wholly-owned by Mr. Xia or Zheyin Tianqin to take up the Zheyin Tianqin Convertible Bonds on completion of the Zheyin Tianqin CB Subscription.

Information relating to Zheyin Tianqin

Based on the information provided by Zheyin Tianqin, Zheyin Tianqin is a company incorporated in the PRC with limited liability whose scope of operations include investment holding, consultancy, trading, import and export. Based on the information provided by Zheyin Tianqin, and publicly available information, the entire equity interest of Zheyin Tianqin is legally and beneficially owned by Mr. Xia Yongqin (夏勇勤) (“**Mr. Xia**”). To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save for the subscription in February to March 2017 and the holding of the Zheyin Tianqin 2017 CB (as further detailed below), Zheyin Tianqin and its ultimate beneficial owner (i.e. Mr. Xia Yongqin) (a) are third parties independent of and not connected with the Company and its connected persons and associates; (b) have no relationship with Mr. Yu (the controller of HK Yinger) or the Investor and have no agreement or understanding with them as to the acquisition of voting rights in the Company; and (c) do not hold any Shares as at the date of this announcement.

Zheyin Tianqin 2017 CB

Zheyin Tianqin was the subscriber and holder of convertible bonds in the principal amount of HK\$25,000,000 (“**Zheyin Tianqin 2017 CB**”) bearing 8% per annum interest (which is only payable if the bonds are neither converted during the conversion period nor redeemed prior to maturity), maturing on 3 March 2018 and carrying right to convert into 125,000,000 Shares at the exercise price of HK\$0.20 per Share on 3 March 2018. As disclosed in the Company’s announcements dated 13 February and 3 March 2017, assuming the conversion right attaching to Zheyin Tianqin 2017 CB are exercised in full, Zheyin Tianqin will be entitled to be issued and allotted 125,000,000 conversion shares representing approximately 6.34% of the issued share capital of the Company prior to conversion or approximately 5.96% of the issued share capital of the Company as enlarged by the said conversion.

The Zheyin Tianqin 2017 CB shall fall due on its contractual maturity date of 3 March 2018, unless Zheyin Tianqin exercises the conversion right on 3 March 2018. As a condition of the Zheyin Tianqin CB Subscription Agreement, if the Zheyin Tianqin CB Subscription proceeds to completion before the First Long Stop Date (i.e. 3 March 2018, which coincides with the maturity date of the Zheyin Tianqin 2017 CB), Zheyin Tianqin agreed to fully convert the Zheyin Tianqin 2017 CB into 125,000,000 Shares without demanding repayment from the Company. If the Zheyin Tianqin CB Subscription does not complete but the Investor CB Subscription completes before the maturity date of the Zheyin Tianqin 2017 CB and if Zheyin Tianqin does not exercise the conversion right attaching to the Zheyin Tianqin 2017 CB, the Company intends to utilize the proceeds of the Investor CB Subscription for the settlement of the principal and interest of the Zheyin Tianqin 2017 CB.

Conversion of Zheyin Tianqin Convertible Bonds

On the Maturity Date, Zheyin Tianqin may elect to convert the Zheyin Tianqin Convertible Bonds into Conversion Shares or to require the Company to redeem the bond at the redemption price which is equivalent to the principal amount of the redeemed Convertible Bonds plus interest of 6% per annum calculated from the date of issue of the bond up to and including the date of redemption. For the avoidance of doubt, no interest shall be payable on the Zheyin Tianqin Convertible Bonds if they are eventually converted into Conversion Shares.

THE CB SUBSCRIPTION BY THE INVESTOR

On 26 January 2018 (after trading hours), the Company entered into the Investor CB Subscription Agreement with the Investor pursuant to which the Company conditionally agreed to issue, and the Investor conditionally agreed to subscribe for, Convertible Bonds in the aggregate principal amount of HK\$27,200,000.

The principal terms of the Convertible Bonds are summarised in the section headed “PRINCIPAL TERMS OF THE CONVERTIBLE BONDS” in this announcement.

Conditions Precedent to the Investor CB Subscription

Completion of the Investor CB Subscription Agreement is conditional upon the Company having obtained the approval from the Stock Exchange for the listing of, and permission to deal in, the Investor Conversion Shares upon conversion of the Investor Convertible Bonds, and such approval not having been revoked or cancelled prior to completion of the Investor CB Subscription.

The condition above cannot be waived by any party in any event.

The long stop date for the fulfillment of the condition precedent to the Investor CB Subscription Agreement is 9 February 2018 (“**Investor CB Subscription Long Stop Date**”). If the conditions precedent to the Investor CB Subscription Agreement are not fulfilled at or before 5:00 p.m. on the Investor CB Subscription Long Stop Date, then unless the Company and Investor mutually agree to extend the Investor CB Subscription Long Stop Date further, the Investor CB Subscription Agreement shall lapse and become null and void and the parties to the Investor CB Subscription Agreement shall be released from all obligations thereunder forthwith, save for liabilities for any antecedent breaches thereof.

Completion of the Investor CB Subscription shall take place within five Business Days after the day on which the condition precedent to the Investor CB Subscription Agreement is fulfilled (or such other date as the Company and the Investor may agree in writing).

Under the terms of the Investor CB Subscription Agreement, the Investor has the right to nominate either himself or any corporate entity wholly-owned by him to take up the Investor Convertible Bonds on completion of the Investor CB Subscription.

Information relating to the Investor

The Investor is an experienced merchant and investor having businesses and investments in both Hong Kong and China. His businesses are principally engaged in trading, motor vehicles, property development and management. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Investor (a) is a third party independent of and not connected with the Company and its connected persons and associates; (b) has no relationship with Mr. Yu (the controller of HK Yinger) or Mr. Xia (the controller of Zheyin Tianqin) and has no agreement or understanding with them as to the acquisition of voting rights in the Company; and (c) does not hold any Shares as at the date of this announcement.

Conversion of Investor Convertible Bonds

On the Maturity Date, the Investor may elect to convert the Investor Convertible Bonds into Conversion Shares or to require the Company to redeem the bond at the redemption price which is equivalent to the principal amount of the redeemed Convertible Bonds plus interest of 6% per annum calculated from the date of issue of the bond up to and including the date of redemption. For the avoidance of doubt, no interest shall be payable on the Investor Convertible Bonds if they are eventually converted into Conversion Shares.

PRINCIPAL TERMS OF THE CONVERTIBLE BONDS

- Issuer : The Company
- Total principal amount : HK\$207,200,000 in aggregate, comprising:
- (a) HK Yinger Convertible Bonds of HK\$120,000,000,
 - (b) Zheyin Tianqin Convertible Bonds of HK\$60,000,000, and
 - (c) Investor Convertible Bonds of HK\$27,200,000
- Interest : (a) 3% per annum for HK Yinger Convertible Bonds, and
- (b) 6% per annum for Zheyin Tianqin Convertible Bonds and Investor Convertible Bonds,
- in each case provided that no interest is payable for any part of the Convertible Bonds which are converted into Conversion Shares pursuant to the conditions of the Convertible Bonds.
- Maturity Date : The day falling on the second anniversary of the date of issue of the Convertible Bonds (or if such date is not a Business Day, the next Business Day)
- Conversion Period : The period commencing on the date of issue of the Convertible Bonds and ending on the Maturity Date.

- Conversion Rights : Holders of the Convertible Bonds shall have the right to convert the whole or part of the principal amount of the Convertible Bonds into Conversion Shares at the initial Conversion Price of HK\$0.17 per Conversion Share at any time during the Conversion Period, provided always that the holder shall not convert the Convertible Bonds to an extent which would either (a) reduce the public float of the Company to less than 25% (or the relevant percentage as prescribed by the Listing Rules) of the issued Shares or (b) result in any change of control (as defined in the Takeovers Code) of the Company or otherwise trigger any mandatory offer obligation under Rule 26 of the Takeovers Code on the part of the holder of the Convertible Bonds who exercises the conversion rights (or its concert party) unless the regulatory requirements under the Takeovers Code and the Listing Rules are fully complied with (collectively, the “**Conversion Restrictions**”).
- Conversion Shares : Based on the initial Conversion Price of HK\$0.17 per Conversion Share, an aggregate of 1,218,823,528 Conversion Shares will be allotted and issued by the Company upon exercise in full of the conversion rights attaching to the Convertible Bonds, representing: (a) approximately 61.79% of the existing issued share capital of the Company, (b) approximately 38.19% of the issued share capital of the Company as enlarged by the issue of 1,218,823,528 Conversion Shares; and (c) approximately 36.75% of the issued share capital of the Company as enlarged by the issue of 1,218,823,528 Conversion Shares and the full conversion of the Zheyin Tianqin 2017 CB as undertaken by Zheyin Tianqin subject to completion of the Zheyin Tianqin CB Subscription, in each case assuming there is no other change in the issued share capital of the Company between the date of this announcement and the full conversion of the Convertible Bonds. The aggregate nominal value of the maximum 1,218,823,528 Conversion Shares is HK\$12,188,235.28.
- Conversion Price : The initial Conversion Price of HK\$0.17 represents: (i) a premium of approximately 4.29% over the closing price of HK\$0.163 per Share as quoted on the Stock Exchange on the date of signing of the Subscription Agreements; and (ii) a premium of approximately 5.46% over the average closing price of HK\$0.1612 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of signing of the Subscription Agreements. The Conversion Price is subject to adjustments upon occurrence of certain “Adjustment Events” as described below.

- Adjustments Events : The Conversion Price will be subject to adjustments upon the occurrence of the following events (the “**Adjustment Events**”):
- (i) an alteration of the nominal amount of the Shares by reason of consolidation, subdivision, reclassification or otherwise;
 - (ii) an issue of Shares credited as fully paid to Shareholders by way of capitalization of profits or reserves (including any share premium account or capital redemption reserve), other than Shares paid up out of profits or reserves and issued in lieu (in whole or in part) of a cash dividend, being a dividend which the Shareholders concerned would or could otherwise have received and which does not constitute a capital distribution (as such term is defined in the conditions of the Convertible Bonds);
 - (iii) a capital distribution (as such term is defined in the conditions of the Convertible Bonds) to Shareholders being made by the Company;
 - (iv) an issue of Shares to all or substantially all Shareholders as a class by way of rights, or issue or grant to all or substantially all Shareholders as a class by way of rights, any options, warrants or other rights to subscribe for or purchase any Shares, in each case at less than 80% of the market price of the Shares;
 - (v) an issue of Shares being made wholly for cash at a price less than 80% of the market price of the Shares;
 - (vi) an issue wholly for cash being made by the Company of securities convertible into or exchangeable for or carrying rights of subscription for Shares, at a consideration per Share which is less than 80% of the market price of the Shares, or the conversion, exchange or subscription rights of any such securities (other than in accordance with the terms applicable thereto) are altered or modified so that the consideration per Share is less than 80% of the market price of the Shares;
 - (vii) an issue of Shares for the acquisition of asset at a total effective consideration per Share which is less than 80% of the market price of the Shares; and

- (viii) an issue of any securities which by their terms are convertible into or exchangeable for or carry rights of subscription for new Shares for the acquisition of asset at a total effective consideration initially receivable for such securities which is less than 80% of the market price of the Shares.

- Events of Default : If any of the following events (“**Events of Default**”) occurs, a holder of the Convertible Bonds shall be entitled to give a notice in writing to the Company to require the Company to forthwith redeem the Convertible Bonds outstanding and held by such holder at the principal amount then outstanding together with interest of 3% per annum (for HK Yinger Convertible Bonds) or 6% per annum (for Zheyin Tianqin Convertible Bonds and Investor Convertible Bonds) calculated from the date of issue of the bond up to and including the date of payment:
- (i) there is a failure by the Company to pay the principal of the Convertible Bonds or deliver the Conversion Shares pursuant to the conditions of the Convertible Bonds; or
 - (ii) the Company does not perform or comply with any one or more of its other obligations under the Convertible Bonds which default is incapable of remedy, or is not remedied within 10 days after notice requiring the same to be remedied is served by a bondholder on the Company; or
 - (iii) a distress, attachment, execution or other legal process is levied, enforced or sued out on or against the whole or a material part of the property, assets or revenues of the Company or any of its subsidiaries; or
 - (iv) an encumbrancer takes possession or a receiver, manager or other similar officer is appointed of the whole or a material part of the assets or undertaking of the Company or any of its subsidiaries; or
 - (v) the Company or any of its significant subsidiaries is insolvent or bankrupt or unable to pay its debts as and when they fall due or proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any such debts or a moratorium is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of the Company or such significant subsidiary; or

- (vi) an order is made or an effective resolution passed for winding-up or dissolution of the Company or any of its significant subsidiaries, or the Company or any of its significant subsidiaries ceases or threatens to cease to carry on all or a material part of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganization, merger or consolidation; or
- (vii) proceedings are initiated against the Company or any of its significant subsidiaries under any applicable bankruptcy or insolvency law; or
- (viii) if the trading of the Shares on the Exchange is halted or suspended for more than five Business Days or any event occurs which may lead to the withdrawal of listing status of the Company; or
- (ix) if it shall become unlawful for the Company to perform all or any of its obligations under the Convertible Bonds or the Convertible Bonds shall for any reason cease to be in full force or effect or be declared void or illegal by any court of competent jurisdiction; or
- (x) if there are any litigation, arbitration, prosecution or other legal proceedings outstanding against the Company or any of its subsidiaries, or any litigation, arbitration, prosecution or other legal proceedings are threatened against the Company or its subsidiaries, which may have a significant financial impact on the Group or may have a material adverse effect on the operations or financial position of the Group; or
- (xi) any event of default occurs under the terms of other obligations or indebtedness (including contingent indebtedness under guarantees or indemnities) of the Company or its subsidiaries, save and except (a) indebtedness or liabilities incurred in the Group's ordinary and usual course of business whose existence or quantum is genuinely contested by the Company or its subsidiaries, or (b) indebtedness which is non-recourse or not recoverable by the alleged creditor from the general assets of the Company or its subsidiaries, or (c) the amount of alleged default is less than 5% of the net tangible assets of the Group; or
- (xii) any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to above.

Transferability : The Convertible Bonds and the Conversion Shares are transferable, subject to the compliance of the following restrictions and procedures (the “**Transfer Restrictions**”):

- (i) Between the date of issue of the Convertible Bonds and the Maturity Date, the Convertible Bonds shall not be transferable, dealt with or otherwise encumbered, save and except with the giving of prior notice to, and obtaining written consent from, the Company.
- (ii) If the Company consents to a transfer, the Convertible Bonds would then be transferable by the holder in whole amounts or multiples of units of principal amount of HK\$1,000,000 to the named transferee stipulated in the transfer notice within thirty days. Where the Company consents to any transfers of or creation of encumbrance over the Convertible Bonds prior to the Maturity Date, the transferee is deemed to have given an unconditional and irrevocable undertaking to the Company to be bound by the terms and conditions of the Convertible Bonds, including those in relation to these Transfer Restrictions on further transfers or further creation of encumbrances.
- (iii) When a holder of the Convertible Bonds exercises the conversion rights attaching to the Convertible Bonds held by him between the date of issue of the Convertible Bonds and the Maturity Date, the exercising holder is deemed to have given) an unconditional and irrevocable undertaking to the Company that he will not, without first giving prior notice to and obtaining the prior written consent from the Company, whether directly or indirectly, sell, encumber or enter into any agreement to sell or encumber the Conversion Shares until the expiry of the second anniversary of the date of issue of the Convertible Bonds. All subsequent transfers or encumbrances of the Conversion Shares prior to the second anniversary of the date of issue of the Bonds are subject to the same procedures, notice and consent requirements as contained in these Transfer Restrictions. Where the Company consents to any transfers of or creation of encumbrance over such Conversion Shares, the transferee is deemed to have given an unconditional and irrevocable undertaking to the Company to be bound by the terms and conditions of the Convertible Bonds, including those in relation to these Transfer Restrictions on further transfers or further creation of encumbrances.

- Redemption : Subject to the provisions of Events of Default, the Convertible Bonds may not be redeemed by the holder before the Maturity Date.
- The Convertible Bonds may be redeemed in whole or part by the Company before the Maturity Date at the redemption price which is equivalent to the principal amount of the redeemed Convertible Bonds plus interest of 3% per annum (for HK Yinger Convertible Bonds) or 6% per annum (for Zheyin Tianqin Convertible Bonds and Investor Convertible Bonds) calculated from the date of issue of the bond up to and including the date of redemption.
- Voting : The Convertible Bonds shall not confer on the holders the right to vote at any general meetings of the Company.
- Listing : No application will be made for the listing of the Convertible Bonds on the Stock Exchange or any other stock exchange.
- Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares that may be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds.
- Ranking of the Conversion Shares : The Conversion Shares will, when issued and allotted, rank *pari passu* in all respects among themselves and with all other fully paid Shares in issue.

Specific Mandate and General Mandate

The Conversion Shares under the HK Yinger CB Subscription will be issued under the HK Yinger Specific Mandate, which is subject to Independent Shareholders' approval at the EGM.

The Conversion Shares under the Zheyin Tianqin CB Subscription will be issued under the Zheyin Tianqin Specific Mandate, which is subject to Shareholders' approval at the EGM.

The 160,000,000 Investor Conversion Shares issuable on the exercise of the Investor Convertible Bonds to be issued under the Investor CB Subscription Agreement will be issued under the General Mandate granted to the Directors at the annual general meeting of the Company held on 30 June 2017, under which the Company was authorized to issue up to 394,490,521 Shares. Up to the date of this announcement, the Company has utilized part of the General Mandate in the number of 234,375,000 Shares, being the maximum number of conversion shares issuable subject to satisfaction of profit guarantees and on the full exercise of the Ample Reach CBs under the Charm Eastern Acquisition. As such, the General Mandate is sufficient for the issue and allotment of the Investor Conversion Shares under the Investor CB Subscription, and no Shareholders' approval is required for the issue and allotment of the Investor Conversion Shares under the Investor CB Subscription.

The Conversion Price and the number of Investor Conversion Shares falling to be issued on the exercise of the Investor Convertible Bonds are subject to adjustment upon the occurrence of the Adjustment Events. To ensure that the adjustment mechanisms applicable to the Conversion Price will not result in the number of the Investor Conversion Shares exceeding the unused General Mandate, the Company will, before deciding on any corporate actions prior to the Maturity Date of the Investor Convertible Bonds (i.e. the day falling on the second anniversary of the date of their issue), take into account the adjustment implications on the Conversion Price of the Investor Convertible Bonds. The Company has no present intention to propose any corporate actions that would result in the number of the Investor Conversion Shares exceeding the currently unused general mandate limit. In formulating any corporate actions between completion of Investor CB Subscription and the Maturity Date of the Investor Convertible Bonds, the Company will ensure that either (a) the corporate action will not trigger any adjustment mechanisms of the Investor Convertible Bonds; or (b) the Company has sufficient headroom in the unused general mandate limit to permit the consequential adjustment, taking into account the Company's right to early redeem the Investor Convertible Bonds in full or in part subject to availability of funding. As it is within the Company's power not to initiate any corporate action which may trigger the adjustment mechanisms or to ensure the sufficiency of the general mandate limit by redeeming the Investor Convertible Bonds, the Company considers that the existing unused General Mandate is sufficient to cover all the Investor Conversion Shares falling to be issued upon conversion of the Investor Convertible Bonds, and that there is no need for the Company to obtain specific mandate for the issue of the Investor Convertible Bonds.

REASONS FOR AND BENEFITS OF THE CB SUBSCRIPTIONS AND USE OF PROCEEDS

The Group is principally engaged in health and medical services, toys and equipment trading, beauty and wellness services, and the provision of integrated financial services comprising money-lending, securities brokerage and asset management.

The Group had been loss-making since the financial year ended 31 December 2013. As disclosed in the interim report of the Company for the six months ended 30 June 2017, the Group recorded loss attributable to owners of the Company of approximately HK\$58.2 million for the six months ended 30 June 2017, as compared to approximately HK\$46.1 million for the corresponding period in 2016. Such loss was mainly due to the high level of administrative expenses and finance costs and the provision for impairment on call options. In addition, the segments of toys and equipment trading and beauty and wellness services did not perform well.

As at 30 June 2017, the Group's current liabilities due within one year amounted to approximately HK\$130.6 million. However, its cash and cash equivalents was only HK\$19.5 million, of which approximately HK\$11 million was maintained in the two wholly-owned subsidiaries of the Group and SFC-licensed corporations, Green Securities Limited and Green Asset Management Limited, as client's deposits and for maintaining liquid capital level and would not be usable by other parts of the Group.

As disclosed in the Company's announcement dated 25 January 2018, the Company underwent significant changes in directorship and management personnel in June 2017. Since the third quarter of 2017, the new management of the Company had been conducting

an internal review of the credit assessment and risk management policies of the Group's credit and investment decisions in the past, slowing down any further expansion of money lending portfolio, adopting a more conservative approach in the identification and verification process of business development, investments and acquisitions, and adopting cost-saving practices with the view of stopping losses and increasing enterprise efficiency. The new management of the Company was also conducting an internal review of the Group's receivables accrued prior to June 2017, notably including the promissory note ("**Winning Rose Promissory Note**") receivables owed by Winning Rose Capital Inc. ("**Winning Rose**") to the Company of face value of HK\$86,018,492 and carrying value of HK\$81,548,000 and the promissory note ("**Puregood Promissory Note**") receivables owed by Puregood Express Inc. ("**Puregood**") to the Company of face value of HK\$79,598,533 and carrying value of HK\$72,670,000.

The Winning Rose Promissory Note and the Puregood Promissory Note were due on 29 April 2017 and 30 June 2017, respectively. Following internal review by the Company's new management, demand letters were sent by the Company to Winning Rose and Puregood since the third quarter of 2017 stating the Group's position that they have defaulted their contractual obligations under the Winning Rose Promissory Note and the Puregood Promissory Note (the "**Counterparties Defaults**") and demanding their immediate repayment. However, despite repeated demands, Winning Rose and Puregood did not make any repayment to the Group up to the date of this announcement. It is therefore uncertain as to whether the Company should be able to apply the repayment proceeds from the Winning Rose Promissory Note and the Puregood Promissory Note for the satisfaction of the Company's repayment obligations when they fall due in the next few months, most notably including the Zheyin Tianqin 2017 CB in the principal amount of HK\$25 million due in March 2017, convertible bonds in the principal amount of HK\$29 million maturing in March 2018 ("**March 2015 CB**") as disclosed in the Company's announcement dated 8 March 2015, the First HK Yinger Loan in the principal amount of HK\$60 million which starts to fall due in June 2018 and the Second HK Yinger Loan in the principal amount of HK\$60 million which starts to fall due in April 2018.

Under the leadership of the new management from June 2017 onwards, the Group has been proactively seeking to improve its financial position. On 14 June 2017, the Company obtained the First HK Yinger Loan in the principal amount of HK\$60 million from HK Yinger, a company which is wholly-owned by Mr. Yu. The First HK Yinger Loan was utilized as to approximately HK\$41 million for the settlement of a loan which was due for repayment and as to the remaining HK\$19 million for the Group's general expenses (including staff costs, rental expenses, finance costs and professional fees) which were fully utilized in around late September 2017.

On 3 October 2017, the Company obtained the Second HK Yinger Loan in the principal amount of HK\$60 million from HK Yinger. The Second HK Yinger Loan was utilized or set aside as to approximately HK\$10 million for the Group's general expenses (including staff costs, rental expenses, finance costs and professional fees) accrued and accruing between October 2017 and January 2018, HK\$25 million for repayments of debt due or past due and approximately HK\$25 million for the cash consideration payable under the Charm Eastern Acquisition.

The Directors are of the view that the CB Subscriptions offer a good opportunity for the Group (i) to raise a considerable amount of fund for a longer period to strengthen the financial position of the Group; (ii) to ease the liquidity pressure of the Group caused by the Counterparties Default; (iii) to ease the cash flow pressure caused by the imminent due dates of the Zheyin Tianqin 2017 CB and the March 2015 CB in March 2018, the First HK Yinger Loan in June 2018 and the Second HK Yinger Loan in April 2018; (iv) to enable the Group to repay its debts when they fall due; (v) to finance the remaining cash consideration for the completion of the Charm Eastern Acquisition; and (vi) to generally replenish the Company's working capital to enable the Group to identify suitable investment or growth opportunities with the view to generate positive cash flow and strengthen its financial position in the long run.

The terms of the CB Subscription Agreements and the Convertible Bonds (including the conversion price and the interest rate) were determined based on arm's length negotiations between the Company and the CB Subscribers with reference to the prevailing market price of the Shares as quoted on the Stock Exchange and market interest rates of unsecured loans. Notwithstanding the potential dilution effect which may arise from the conversion of the Convertible Bonds, having considered that (i) the CB Subscriptions offer a good opportunity for the Company to raise a significant amount of additional funding to improve the financial position of the Group; and (ii) the terms of the CB Subscription Agreements and the Convertible Bonds (including the conversion price and the interest rate) are fair and reasonable, the Directors (including the independent non-executive Directors) are of the view that the Zheyin Tianqin CB Subscription and the Investor CB Subscription are in the interests of the Company and the Shareholders as a whole.

Having considered the factors mentioned above, the Directors (excluding the independent non-executive Directors whose views will be contained in the circular to be issued by the Company after considering the advice from the Independent Financial Adviser) are of the view that the terms of the HK Yinger CB Subscription are fair and reasonable and that the HK Yinger CB Subscription is in the interests of the Company and the Shareholders as a whole. Mr. Yu, Ms. Yu Jiaoli and Mr. Chen Hanhong have abstained from voting on the HK Yinger CB Subscription at the Board level due to Mr. Yu's material interest in the HK Yinger CB Subscription, Ms. Yu's family relationship with Mr. Yu and Mr. Chen's directorship in HK Yinger.

The gross and net proceeds from the CB Subscriptions are expected to be approximately HK\$207.2 million and HK\$204.1 million, respectively. The net issue price of the Conversion Shares (after deducting costs expected to be incurred in the CB Subscriptions) is estimated to be approximately HK\$0.16746 per Conversion Share. It is intended that the net proceeds of the HK Yinger CB Subscription in the amount of approximately HK\$118.2 million will be used by the Company for the repayment and set-off of the principal of the

First and Second HK Yinger Loans. It is intended that the net proceeds of the Zheyin Tianqin CB Subscription in the amount of approximately HK\$59.1 million will be used by the Company as to HK\$9 million for financing the remaining cash consideration for the completion of the Charm Eastern Acquisition, HK\$29 million for the repayment of March 2015 CB (unless they are converted under the terms thereof), approximately HK\$5 million for the settlement of the remaining principal and interest on the First and Second HK Yinger Loans and approximately HK\$16.1 million for settlement of the Group's other debts as they fall due and/or general working capital. It is intended that the net proceeds of the Investor CB Subscription in the amount of approximately HK\$26.8 million will be used by the Company for settlement of the Zheyin Tianqin 2017 CB if the Company is called upon to redeem those bonds without conversion, or to apply for settlement of the Group's other debts and/or general working capital if the Zheyin Tianqin 2017 CB are converted without redemption.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising exercises in the past twelve months immediately preceding the date of this announcement:

Date of announcement	Equity fund raising exercise	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
13 February 2017	Subscription of the convertible bonds by Zheyin Tianqin under general mandate, which was completed on 3 March 2017.	HK\$25,000,000	As working capital and for business development of the Group	Fully utilized as intended, including (a) approximately HK\$8.5 million for cash injection into the Group's health club business in China to support its ongoing operations; (b) approximately HK\$9 million for legal and professional fees; (c) approximately HK\$5 million for salaries and wages of the Group's management and staff; and (d) approximately HK\$2.5 million for rental payment and other overhead and expenses.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately after the issue of the Conversion Shares upon full exercise of conversion rights attaching to the Convertible Bonds, assuming there is no other change in the issued share capital of the Company between the date of this announcement and the full conversion of the Convertible Bonds by the CB Subscribers except the full conversion of the Zheyin Tianqin 2017 CB:

Shareholders	As at the date of the announcement		Immediately after the issue of the Conversion Shares upon full exercise of conversion rights attaching to the Convertible Bonds and the Zheyin Tianqin 2017 CB	
	Shares	%	Shares	%
Gold Bless	987,697,627	50.07	987,697,627	29.78
HK Yinger	—	—	705,882,352	21.29
Zheyin Tianqin				
— 2017 CB	—	—	125,000,000	3.77
— Convertible Bonds 2018	—	—	352,941,176	10.64
Investor	—	—	160,000,000	4.82
Other Public Shareholders	<u>984,754,979</u>	<u>49.93</u>	<u>984,754,979</u>	<u>29.69</u>
Total	<u>1,972,452,606</u>	<u>100.00</u>	<u>3,316,276,134</u>	<u>100.00</u>

Note: Any discrepancies in the table above between totals and sums of amounts set out in it are due to rounding.

PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL

The current authorized share capital of the Company is HK\$40,000,000.00 divided into 4,000,000,000 Shares of HK\$0.01 each, of which 1,972,452,606 Shares are in issue and 2,027,547,394 Shares are authorized but unissued as at the date of this announcement. In order to cater for the possible issue of 125,000,000 Share upon the possible exercise of conversion right attaching to Zheyin Tianqin 2017 CB and the possible issue of 1,218,823,528 Shares upon the possible full exercise of the Convertible Bonds and to provide the Company with flexibility for fund raising by allotting and issuing new Shares in the future as and when appropriate, the Board proposes to increase the authorized share capital of the Company from HK\$40,000,000.00 divided into 4,000,000,000 Shares to HK\$200,000,000.00 divided into 20,000,000,000 Shares by the creation of additional 16,000,000,000 Shares, which will rank *pari passu* in all respects with each other.

The Increase in Authorized Share Capital is subject to the passing of an ordinary resolution of Shareholders approving the Increase in Authorized Share Capital at a general meeting of the Company. A circular containing, among other matters, further information on the Increase in Authorized Share Capital will be dispatched to the Shareholders as soon as practicable.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Gold Bless is interested in 987,697,627 Shares, representing approximately 50.07% of the issued share capital of the Company. Mr. Yu is an executive Director, the chairman of the Board and owns at least 35% of Gold Bless. Mr. Yu is regarded as a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the HK Yinger CB Subscription Agreement constitutes a connected transaction for the Company under the Chapter 14A of the Listing Rules and is subject to the announcement, reporting and Independent Shareholders' approval requirements pursuant to the Listing Rules.

The Conversion Shares under the HK Yinger CB Subscription will be issued under the HK Yinger Specific Mandate, which is subject to Independent Shareholders' approval at the EGM. The Conversion Shares under the Zheyin Tianqin CB Subscription will be issued under the Zheyin Tianqin Specific Mandate, which is subject to Shareholders' approval at the EGM.

EGM

The EGM will be convened and held for the purposes of considering and, if thought fit, approving the HK Yinger CB Subscription Agreement and Zheyin Tianqin CB Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandates. In accordance with the Listing Rules, Mr. Yu and his associates will be required to abstain from voting on the resolution(s) in respect of the HK Yinger CB Subscription at the EGM and Zheyin Tianqin and its associates will be required to abstain from voting on the resolution(s) in respect of the Zheyin Tianqin CB Subscription at the EGM.

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Wu Hong, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili, has been established to advise the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement. An Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other matters, (i) further information on the HK Yinger CB Subscription Agreement and Zheyin Tianqin CB Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement; (iii) a letter from the Independent Financial Adviser containing their advice to the Independent Board Committee and the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement; and (iv) the notice of the EGM, is expected to be dispatched to the Shareholders on or before 13 February 2018.

WARNING

SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD NOTE THAT COMPLETION OF THE CB SUBSCRIPTION AGREEMENTS IS CONDITIONAL UPON THE SATISFACTION OF CERTAIN CONDITIONS PRECEDENT TO THE CB SUBSCRIPTION AGREEMENTS. ACCORDINGLY, THE CB SUBSCRIPTIONS MAY OR MAY NOT PROCEED. SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Ample Reach CBs”	the convertible bonds issuable to Ample Reach Limited in the Charm Eastern Acquisition
“associates”	having the meaning ascribed to it under the Takeovers Code or the Listing Rules (as appropriate)
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which banks in Hong Kong are open for business
“CB Subscribers”	collectively, HK Yinger, Zheyin Tianqin and the Investor
“CB Subscription Agreements”	collectively, the HK Yinger CB Subscription Agreement, the Zheyin Tianqin CB Subscription Agreement and the Investor CB Subscription Agreement
“CB Subscriptions”	collectively, the HK Yinger CB Subscription, the Zheyin Tianqin CB Subscription and the Investor CB Subscription
“Charm Eastern Acquisition”	the acquisition of Charm Eastern Limited pursuant to the sale and purchase agreement entered into between the Company, Ample Reach Limited, Mr. Huang Zhenxia and Shenzhen Zizhong Medical Services Company Limited dated 28 November 2017, as disclosed in the Company’s announcement dated 28 November 2017

“Company”	Green International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange with stock code 2700
“connected persons”	having the meaning ascribed to it under the Listing Rules
“Conversion Period”	the period commencing on the date of issue of the Convertible Bonds and ending on the Maturity Date
“Conversion Price”	HK\$0.17 per Conversion Shares, subject to adjustments and the terms and conditions of the Convertible Bonds
“Conversion Shares”	the new Share(s) to be allotted and issued by the Company upon the exercise by the holders of the conversion rights attaching to the Convertible Bonds
“Convertible Bonds”	the convertible bonds proposed to be issued by the Company in the aggregate principal amount of HK\$207,200,000 under the CB Subscription Agreements
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held for the purpose of approving, amongst other things, the HK Yinger CB Subscription Agreement, the Zheyin Tianqin CB Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate
“General Mandate”	the general authority granted by the Shareholders to the Directors at the annual general meeting of the Company held on 30 June 2017 to issue up to 394,490,521 Shares, representing 20% of the total number of Shares of the Company in issue as at 30 June 2017
“Gold Bless”	Gold Bless International Invest Limited, a company incorporated in the British Virgin Islands with limited liability and the holder of 987,697,627 Shares representing 50.07% of the total issued share capital of the Company
“Group”	collectively, the Company and its subsidiaries
“HK Yinger”	Hong Kong Sheen Smile International Investment Limited, a company incorporated in Hong Kong with limited liability and is wholly-owned by Mr. Yu
“HK Yinger CB Subscription”	the subscription of the HK Yinger Convertible Bonds by HK Yinger on the terms and subject to the conditions of the HK Yinger CB Subscription Agreement

“HK Yinger CB Subscription Agreement”	the convertible bond subscription agreement entered into between the Company and HK Yinger dated 26 January 2018 in relation to the subscription by HK Yinger of the HK Yinger Convertible Bonds in the principal amount of HK\$120,000,000
“HK Yinger Conversion Shares”	the new Share(s) to be allotted and issued by the Company upon the exercise by HK Yinger of the conversion rights attaching to the HK Yinger Convertible Bonds
“HK Yinger Convertible Bonds”	the 3% p.a. convertible bonds proposed to be issued by the Company in the aggregate principal amount of HK\$120,000,000 under the HK Yinger CB Subscription Agreement
“HK Yinger Specific Mandate”	the authority to be sought from the Independent Shareholders at the EGM to authorize the Directors to allot and issue the HK Yinger Conversion Shares upon conversion of the HK Yinger Convertible Bonds to be issued under the HK Yinger CB Subscription Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorized Share Capital”	the proposed increase in authorized share capital of the Company from HK\$40,000,000.00 divided into 4,000,000,000 Shares to HK\$200,000,000.00 divided into 20,000,000,000 Shares by the creation of additional 16,000,000,000 Shares
“Independent Board Committee”	the independent board committee of the Company, comprising all the independent non-executive Directors, namely Mr. Wu Hong, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili, which was established to make a recommendation regarding the terms of the HK Yinger CB Subscription Agreement and the HK Yinger Specific Mandate
“Independent Financial Adviser”	the independent financial adviser to be appointed to advise the Independent Board Committee and the Independent Shareholders regarding the terms of the HK Yinger CB Subscription Agreement and the HK Yinger Specific Mandate
“Independent Shareholders”	Shareholders other than (a) Mr. Yu and his associates, and (b) any other Shareholders who are required by the Listing Rules to abstain from voting in respect of the resolution(s) relating to the HK Yinger CB Subscription Agreement and the HK Yinger Specific Mandate at the EGM

“Investor”	Mr. Liu Dong (劉東), the subscriber under the Investor CB Subscription Agreement and a third party independent of and not connected with the Company and its connected persons and associates
“Investor CB Subscription”	the subscription of the Investor Convertible Bonds by the Investor on the terms and subject to the conditions of the Investor CB Subscription Agreement
“Investor CB Subscription Agreement”	the convertible bond subscription agreement entered into between the Company and the Investor dated 26 January 2018 in relation to the subscription by the Investor of the Investor Convertible Bonds in the principal amount of HK\$27,200,000
“Investor Conversion Shares”	the new Share(s) to be allotted and issued by the Company upon the exercise by the Investor of the conversion rights attaching to the Investor Convertible Bonds
“Investor Convertible Bonds”	the 6% p.a. convertible bonds proposed to be issued by the Company in the aggregate principal amount of HK\$27,200,000 under the Investor CB Subscription Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“Maturity Date”	the day falling on the second anniversary of the date of issue of the Convertible Bonds or if such date is not a Business Day, the next Business Day
“Mr. Yang”	Mr. Yang Wang Jian, an executive Director of the Company
“Mr. Yu”	Mr. Yu Qigang, an executive Director and the chairman of the Company
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	collectively, the HK Yinger Specific Mandate and the Zheyin Tianqin Specific Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Zheyin Tianqin”	浙銀天勤(深圳)投資有限公司 (Zheyin Tianqin (Shenzhen) Investment Limited*), a company incorporated in the PRC with limited liability
“Zheyin Tianqin CB Subscription”	the subscription of the Zheyin Tianqin Convertible Bonds by Zheyin Tianqin on the terms and subject to the conditions of the Zheyin Tianqin CB Subscription Agreement
“Zheyin Tianqin CB Subscription Agreement”	the convertible bond subscription agreement entered into between the Company and Zheyin Tianqin dated 26 January 2018 in relation to the subscription of Zheyin Tianqin Convertible Bonds by Zheyin Tianqin in the principal amount of HK\$60,000,000
“Zheyin Tianqin Conversion Shares”	the new Share(s) to be allotted and issued by the Company upon the exercise by Zheyin Tianqin of the conversion rights attaching to the Zheyin Tianqin Convertible Bonds
“Zheyin Tianqin Convertible Bonds”	the 6% p.a. convertible bonds proposed to be issued by the Company in the aggregate principal amount of HK\$60,000,000 under the Zheyin Tianqin CB Subscription Agreement
“Zheyin Tianqin Specific Mandate”	the authority to be sought from the Shareholders at the EGM to authorize the Directors to allot and issue the Zheyin Tianqin Conversion Shares upon conversion of the Zheyin Tianqin Convertible Bonds to be issued under the Zheyin Tianqin CB Subscription Agreement
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
Green International Holdings Limited
Zeng Xiang Di
Chief Executive Officer

Hong Kong, 26 January 2018

As at the date of this announcement, the executive Directors are Dr. Yu Qigang (Chairman), Mr. Zeng Xiang Di (Chief Executive Officer), Mr. Yang Wang Jian, Mr. Chen Hanhong and Ms. Eva Au; the non-executive Director is Ms. Yu Jiaoli; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi, Mr. Wang Chunlin and Ms. Sun Zhili.

* For identification purposes only