

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

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Green International Holdings Limited.



**JUMBO FAITH
INTERNATIONAL LIMITED**

偉信國際有限公司

*(incorporated in the British Virgin Islands
with limited liability)*

**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)

JOINT ANNOUNCEMENT

- (1) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFERS BY
ASTRUM CAPITAL MANAGEMENT LIMITED ON BEHALF OF
JUMBO FAITH INTERNATIONAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES AND
ALL THE OUTSTANDING CONVERTIBLE BONDS OF
GREEN INTERNATIONAL HOLDINGS LIMITED
(OTHER THAN THOSE AGREED TO BE ACQUIRED BY
JUMBO FAITH INTERNATIONAL LIMITED) AND
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF
GREEN INTERNATIONAL HOLDINGS LIMITED;
(2) RESULTS OF THE OFFERS;
AND
(3) PUBLIC FLOAT OF THE COMPANY**

Financial adviser to Jumbo Faith International Limited



CLOSE OF THE OFFERS

The Offeror and the Company jointly announce that the Offers were closed at 4:00 p.m. on Thursday, 2 May 2019 and were not revised or extended by the Offeror.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Thursday, 2 May 2019 (i.e. the Closing Date), the Offeror has received (i) valid acceptances in respect of a total of 1,344,701 Offer Consolidated Shares under the Share Offer, representing approximately 0.09% of the entire issued share capital of the Company as at the date of this joint announcement; and (ii) no valid acceptance under the Option Offer and the CB Offer.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately after the close of the Offers, taking into account the valid acceptances in respect of 1,344,701 Offer Consolidated Shares under the Share Offer, the Offeror and parties acting in concert with it (excluding Mr. Liu) were interested in 1,002,986,088 Consolidated Shares, representing approximately 68.08% of the entire issued share capital of the Company as at the date of this joint announcement.

LAPSE OF ADJUSTED SHARE OPTIONS

The 3,500,000 outstanding Adjusted Share Options were neither accepted by Optionholders under the Option Offer nor exercised. Under the rules of the Share Option Scheme, all the Adjusted Share Options not exercised before the close of the Option Offer have ceased and determined and lapsed automatically after the close of the Option Offer on the Closing Date.

PUBLIC FLOAT

Immediately following the close of the Offers and subject to the due registration by the Registrar of the transfer of the Offer Consolidated Shares in respect of which valid acceptances have been received, 407,415,057 Shares, representing approximately 27.65% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules). Accordingly, as at the date of this joint announcement, the Company satisfies the minimum public float requirement of 25% as set out under Rule 8.08(1)(a) of the Listing Rules.

Reference is made to the composite offer and response document dated 10 April 2019 (the “**Composite Document**”) jointly issued by Jumbo Faith International Limited (the “**Offeror**”) and Green International Holdings Limited (the “**Company**”) in relation to the Offers. Unless the context otherwise requires, capitalized terms in this announcement shall have the same meanings as defined in the Composite Document.

CLOSE OF THE OFFERS

The Offeror and the Company jointly announce that the Offers were closed at 4:00 p.m. on Thursday, 2 May 2019 and were not revised or extended by the Offeror.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Thursday, 2 May 2019 (i.e. the Closing Date), the Offeror has received (i) valid acceptances in respect of a total of 1,344,701 Offer Consolidated Shares under the Share Offer, representing approximately 0.09% of the entire issued share capital of the Company as at the date of this joint announcement; and (ii) no valid acceptance under the Option Offer and the CB Offer.

SETTLEMENT OF THE OFFERS

Remittances in respect of the cash consideration payable for the Offer Consolidated Shares tendered under the Offers have been or will be dispatched to the relevant accepting Offer Shareholders by ordinary post at their own risk as soon as possible but in any event within 7 Business Days of the date on which the duly completed acceptances of the Offers and the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render each such acceptance complete and valid.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period on 1 February 2019 (i.e. the date of the Joint Announcement), the Offeror and parties acting in concert with it (excluding Mr. Liu) were interested in 246,924,406 Consolidated Shares, representing approximately 34.36% of the then entire issued share capital of the Company, while the Offeror and parties acting in concert with it (including Mr. Liu) were interested in 309,789,406 Consolidated Shares, representing approximately 43.11% of the then entire issued share capital of the Company. Upon Subscription Completion, the Offeror and parties acting in concert with it (excluding Mr. Liu) were interested in 1,001,641,387 Consolidated Shares, representing approximately 67.99% of the entire issued share capital of the Company, while the Offeror and parties acting in concert with it (including Mr. Liu) were interested in 1,064,506,387 Consolidated Shares, representing approximately 72.25% of the entire issued share capital of the Company.

Immediately after the close of the Offers, taking into account the valid acceptances in respect of 1,344,701 Offer Consolidated Shares under the Share Offer, the Offeror and parties acting in concert with it (excluding Mr. Liu) were interested in 1,002,986,088 Consolidated Shares, representing approximately 68.08% of the entire issued share capital of the Company as at the date of this joint announcement, while the Offeror and parties acting in concert with it (including Mr. Liu) were interested in 1,065,851,088 Consolidated Shares, representing approximately 72.35% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for (i) the subscription of the Subscription Consolidated Shares by the Offeror pursuant to the Subscription Agreement which was completed on 3 April 2019; and (ii) the valid acceptances under the Offers as disclosed in this joint announcement, none of the Offeror or any of the parties acting in concert with it has acquired or agreed to acquire any Consolidated Shares or rights over the Consolidated Shares during the Offer Period up to and including the date of this joint announcement. The Offeror and parties acting in concert with it (excluding Mr. Liu) have not borrowed or lent any Consolidated Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to and including the date of this joint announcement.

The table below sets out the shareholding structure of the Company (i) immediately upon Subscription Completion on 3 April 2019 and as at 8 April 2019, being the latest practicable date for ascertaining certain information contained in the Composite Document (the “**Latest Practicable Date**”); and (ii) immediately upon the close of the Offers and as at the date of this joint announcement (subject to the due registration by the Registrar of the transfer of the Offer Consolidated Shares in respect of which valid acceptances have been received):

	Immediately upon Subscription Completion and as at the Latest Practicable Date		Immediately upon the close of the Offers and as at the date of this joint announcement	
	<i>Number of Consolidated Shares</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Consolidated Shares</i>	<i>Approximate percentage of shareholding</i>
The Offeror ^(Note 1)	754,716,981	51.23	756,061,682	51.32
Gold Bless ^(Note 2)	<u>246,924,406</u>	<u>16.76</u>	<u>246,924,406</u>	<u>16.76</u>
<i>Sub-total of the Offeror and parties acting in concert with it (other than Mr. Liu)</i>	<u>1,001,641,387</u>	<u>67.99</u>	<u>1,002,986,088</u>	<u>68.08</u>
Mr. Liu ^(Note 3)	<u>62,865,000</u>	<u>4.27</u>	<u>62,865,000</u>	<u>4.27</u>
<i>Sub-total of the Offeror and parties acting in concert with it and connected persons</i>	<u>1,064,506,387</u>	<u>72.25</u>	<u>1,065,851,088</u>	<u>72.35</u>
Public Shareholders	<u>408,759,758</u>	<u>27.75</u>	<u>407,415,057</u>	<u>27.65</u>
Total	<u>1,473,266,145</u>	<u>100.00</u>	<u>1,473,266,145</u>	<u>100.00</u>

Notes:

1. *The Offeror is wholly owned by Ms. Zhou Cuiqiong (“**Ms. Zhou**”), spouse of Mr. Yu Qigang (“**Mr. Yu**”). Mr. Yu is an executive Director and the Chairman of the Company.*
2. *246,924,406 Consolidated Shares beneficially owned by Gold Bless International Invest Limited (“**Gold Bless**”), a company whose issued shares were registered, according to the disclosure of interest filings made on behalf of Mr. Yang Wang Jian (“**Mr. Yang**”), a director of Gold Bless and an ex-director of the Company, as to: (a) 65% (the “**Disputed Gold Bless Shareholding**”) in the name of Mr. Yang; (b) 20% in the name of Mr. Yu; and (c) 15% in the name of Winning Top Investments Limited (“**Winning Top**”), a company which is wholly-owned by Mr. Yu. Gold Bless is deemed to be 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 in Gold Bless, and is presumed to be acting in concert with the Offeror. Based on the information provided by Mr. Yu, he has an alleged claim over the Disputed Gold Bless Shareholding, and he has commenced legal actions against Mr. Yang which may, subject to the outcome of the litigation, affect the ownership of the Disputed Gold Bless Shareholding.*
3. *Mr. Liu Dong (“**Mr. Liu**”) is an executive Director. These 62,865,000 Consolidated Shares deemed to be interested by Mr. Liu comprised (a) 22,865,000 Consolidated Shares held by Mr. Liu personally; and (b) 40,000,000 Consolidated Shares held by Smoothly Good Investment Development Limited, a controlled corporation wholly-owned by Mr. Liu. Mr. Liu is presumed to be acting in concert with the Offeror under class (6) presumption under the definition of “acting in concert” under the Takeovers Code until the close of the Offers.*

LAPSE OF ADJUSTED SHARE OPTIONS

The 3,500,000 outstanding Adjusted Share Options were neither accepted by Optionholders under the Option Offer nor exercised. Under the rules of the Share Option Scheme, all the Adjusted Share Options not exercised before the close of the Option Offer have ceased and determined and lapsed automatically after the close of the Option Offer on the Closing Date.

PUBLIC FLOAT

Immediately following the close of the Offers and subject to the due registration by the Registrar of the transfer of the Offer Consolidated Shares in respect of which valid acceptances have been received, 407,415,057 Shares, representing approximately 27.65% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules).

Accordingly, as at the date of this joint announcement, the Company satisfies the minimum public float requirement of 25% as set out under Rule 8.08(1)(a) of the Listing Rules.

For and on behalf of
Jumbo Faith International Limited
Zhou Cuiqiong
Sole Director

By order of the Board
Green International Holdings Limited
Liu Dong
Executive Director

Hong Kong, 2 May 2019

As at the date of this joint announcement, the executive Directors are Mr. Yu Qigang (Chairman), Mr. Chen Hanhong and Mr. Liu Dong; and the independent non-executive Directors are Mr. Wu Hong, Mr. David Tsoi and Mr. Wang Chunlin.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Zhou Cuiqiong.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.