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**Global Energy Resources International Group Limited**  
**環球能源資源國際集團有限公司**

*(continued in Bermuda with limited liability)*

**(Stock Code: 8192)**

**RIGHTS ISSUE ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES  
HELD ON THE RECORD DATE**

**Underwriter to the Rights Issue**



**鼎成證券有限公司**  
Gransing Securities Co., Limited

**THE RIGHTS ISSUE**

The Board proposes to raise gross proceeds of approximately HK\$103,638,000, by way of allotment and issue of 345,459,675 Rights Shares on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.30 per Rights Share.

The Company will provisionally allot to the Qualifying Shareholders one (1) Rights Share in nil-paid form for every two (2) Shares in issue and held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

Details of the intended use of proceeds of the Rights Issue are set out in the section headed “Reasons for the Rights Issue and Use of proceeds” of this announcement.

## **THE UNDERWRITING AGREEMENT**

The Rights Issue is fully underwritten by the Underwriter. Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite 345,459,675 Rights Shares, subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfillment of the conditions precedent contained therein. Details of the major terms and conditions of the Underwriting Agreement are set out in the section headed “The Underwriting Agreement” in this announcement.

## **IRREVOCABLE UNDERTAKINGS**

As at the date of this announcement, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 40,608,625 Shares, of which 11,858,625 outstanding Share Options have an exercise price of HK\$1.752 per Share and 28,750,000 outstanding Share Options have an exercise price of HK\$0.520 per Share.

Pursuant to the Irrevocable Undertakings dated 29 March 2017, each of the holders of the outstanding Share Options has irrevocably undertaken to the Company and the Underwriter that (i) he/she/it shall not and shall procure not to exercise, sell, transfer or otherwise dispose of in full or any part of the outstanding Share Options; and (ii) the outstanding Share Options shall remain registered in the name of the holder thereof at any time from the date of the Irrevocable Undertakings to the date of completion of the Rights Issue.

## **GEM LISTING RULES IMPLICATIONS**

Since the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the 12 months period immediately preceding this announcement, the Rights Issue is not subject to Shareholders’ approval under the GEM Listing Rules.

## **GENERAL**

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only but the Company will not send the PAL and EAF to the Non-Qualifying Shareholders.

## **WARNING OF THE RISK OF DEALINGS IN SHARES AND RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “The Underwriting Agreement” below). Accordingly, the Rights Issue may or may not proceed.**

**Any party who is in any doubt about their position or any action to be taken is recommended to consult professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **THE RIGHTS ISSUE**

The Board proposes to raise gross proceeds approximately HK\$103,638,000, by way of allotment and issue of 345,459,675 Rights Shares on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.30 per Rights Share.

### **Issue statistics**

Basis of the Rights Issue:	One (1) Rights Share for every two (2) Shares held on the Record Date
Subscription Price:	HK\$0.30 per Rights Share
Number of Shares in issue as at the date of this announcement:	690,919,350 Shares
Number of Rights Shares:	345,459,675 Rights Shares (assuming no further issue or repurchase of Shares on or before the Record Date)
Number of issued Shares upon completion of the Rights Issue:	1,036,379,025 Shares
Amount to be raised before expenses:	HK\$103,638,000
Right of excess applications:	Qualifying Shareholders may apply for the Rights Shares in excess of their provisional allotment

As at the date of this announcement, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 40,608,625 Shares, of which 11,858,625 outstanding Share Options have an exercise price of HK\$1.752 per Share and 28,750,000 outstanding Share Options have an exercise price of HK\$0.520 per Share. Save for the outstanding Share Options, as at the date of this announcement, there are no other outstanding convertible note, share option, warrant, derivative or other securities convertible into or exchangeable for any Shares.

The Company has undertaken in the Underwriting Agreement that the Company shall not grant new share options under the Scheme Mandate Limit from the date of the Underwriting Agreement up to and including the Record Date (both days inclusive).

Assuming no Shares are issued or repurchased on or before the Record Date, the aggregate number of Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents 50% of the total number of Shares in issue as at the date of this announcement and will represent approximately 33.33% of the Shares in issue as enlarged by the Rights Issue.

### **Subscription Price**

The Subscription Price for the Rights Shares is HK\$0.30 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and/or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (a) a discount of approximately 21.05% to the closing price of HK\$0.380 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 15.01% to the theoretical ex-rights price of approximately HK\$0.353 per Share based on the closing price of HK\$0.380 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (c) a discount of approximately 25.93% to the average closing price of approximately HK\$0.405 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day.

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to the market price of the Shares under the prevailing market conditions. Taking into account of the reasons for the Right Issue and the use of proceeds as details in the section headed "Reasons for the Rights Issue and Use of Proceeds" in this announcement, the Directors consider the terms of the Rights Issue, including the Subscription Price which has been set at a reasonable discount to the recent closing prices of the Shares with an objective of encouraging existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company in the future, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.289.

## **Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at the close of business on the Record Date and not be a Non-Qualifying Shareholder. In order to be registered as members of the Company prior to the close of business on the Record Date, all transfers of the Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 6 April 2017. It is expected that the last day of dealings in the Shares on a cum-rights basis is Monday, 3 April 2017 and the Shares will be dealt in on an ex-rights basis from Wednesday, 5 April 2017.

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will send the Prospectus Documents, including the Prospectus, the PAL and the EAF, to the Qualifying Shareholders. The Company will send the Prospectus to the Non-Qualifying Shareholders (if any) for their information only.

## **Rights of Overseas Shareholders**

The Prospectus Documents to be issued in connection with the Rights Issue will not be registered or filed under the securities legislation of any jurisdiction other than Hong Kong.

The Company will comply with Rule 17.41 of the GEM Listing Rules and make enquiries regarding the feasibility of extending the offer of the Rights Shares to Overseas Shareholders. If, based on legal opinions provided by the legal adviser to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place of registered address or the requirements of the relevant overseas regulatory body or stock exchange in that place, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and in any event before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. The net proceeds of such sale, less expenses, will be paid pro rata to the Non-Qualifying Shareholders in Hong Kong dollars as soon as practicable except that the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlements of the Non-Qualifying Shareholders will be made available for excess application by the Qualifying Shareholders under the EAF(s).

## **Closure of register of members**

For the purpose of determining the entitlement to the Rights Issue, the register of members of the Company will be closed from Friday, 7 April 2017 to Thursday, 13 April 2017 (both days inclusive) and no transfer of Shares will be registered during such period.

## **Basis of provisional allotments**

The Rights Shares will be allotted on the basis of one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

## **Status of the Rights Shares**

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the then Shares in issue. Holders of fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

## **Application for the Rights Shares**

The PALs and the EAFs relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein by completing such form(s) and lodging the same with separate remittance for the Rights Shares being applied for with the share registrar of the Company by the latest time for acceptance.

## **Application for excess Rights Shares**

Qualifying Shareholders may apply, by way of excess application, for (i) any unsold entitlements of the Non-Qualifying Shareholders, (ii) any Rights Shares provisionally allotted but not accepted, and (iii) any unsold Rights Shares arising out of the aggregation of fractional entitlements.

Application for excess Rights Shares can be made only by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate cheque or banker's cashier order for the sum payable for the excess Rights Shares being applied for with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for completion of the relevant Registration no later than 4:00 p.m. on Thursday, 4 May 2017.

The Directors will, upon consultation with the Underwriter, allocate the excess Rights Shares at their discretion on a fair and equitable basis on the principle that any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro-rata basis by reference to the number of the excess Rights Shares applied for, but no reference will be made to the number of Rights Shares applied for under PALs or the existing number of Shares held by such Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAFs. No preference will be given to topping up odd lots to whole board lots.



Shareholders with their Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually.

Shareholders with Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of their relevant Shares under the names of the beneficial owners prior to the Record Date for the purpose of the Rights Issue. Shareholders and investors should consult their professional advisers if they are in doubt as to their status.

For investors whose Shares are held by a nominee (or CCASS) and would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for completion of the relevant Registration no later than 4:30 p.m. on Thursday, 6 April 2017.

### **Fractions of Rights Shares**

The Company will not provisionally allot fractions of Rights Shares in nil-paid form to the Qualifying Shareholders. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number) and all nil-paid Rights Shares arising from such aggregation will be sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained. Any unsold fractions of Rights Shares will be made available for excess application by the Qualifying Shareholders under the EAF(s).

### **Certificates for the Rights Shares and refund cheques**

Subject to the fulfillment of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" below, certificates for all fully-paid Rights Shares are expected to be posted on or before Friday, 12 May 2017 by ordinary post to those entitled thereto at their own risk. If the Underwriting Agreement is terminated or not becoming unconditional, refund cheques will be despatched on or before Friday, 12 May 2017 by ordinary post at the respective Shareholders' own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are also expected to be posted on or about Friday, 12 May 2017 by ordinary post at the risk of the Shareholders.

### **Application for listing**

The Company will apply to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms. Dealings in the Rights Shares in both their nil-paid and fully-paid forms (both in board lots of 12,000 Shares) will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

No part of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

Subject to the grant of listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made to enable the Rights Shares in both their nil-paid and fully-paid forms to be admitted into CCASS.

**Qualifying Shareholders who do not take up the Rights Shares to which they are provisionally allotted should note that their shareholdings in the Company will be diluted.**

### **Conditions of the Rights Issue**

The Rights Issue is conditional on each of the following conditions being fulfilled:

- (i) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies Ordinance not later than the Prospectus Posting Date;
- (ii) the posting of the Prospectus Documents to Qualifying Shareholders on the Prospectus Posting Date and the posting of the Prospectus and a letter in the agreed form to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Prospectus Posting Date;
- (iii) the Listing Division of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in all the Rights Shares by no later than the first day of their dealings;
- (iv) the Shares remaining listed on the Stock Exchange at all times prior to the Latest Time for Termination and the listing of the Shares not having been withdrawn or the trading of the Shares not having been suspended for a consecutive period of more than ten (10) trading days at any time prior to the latest time for acceptance;
- (v) the obligations of the Underwriters becoming unconditional and that the Underwriting Agreement is not terminated in accordance with the terms of the Underwriting Agreement;



- (vi) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement;
- (vii) the compliance by the holders of the outstanding Share Options pursuant to their respective undertakings and obligations under the Irrevocable Undertakings given in favour of the Company and the Underwriter; and
- (viii) compliance with the requirements under the applicable laws and regulations of Hong Kong and the Bermuda.

If any of the conditions set out in the above paragraphs have not been fulfilled (or waived by the Underwriter (only condition (vi) can be waived)) in all respects by or at the time and/or date specified therefor (or if no time or date is specified, Friday, 5 May 2017) (or such later date(s) as the Underwriter may agree with the Company) or if the Underwriting Agreement shall be terminated pursuant to the termination clause of the Underwriting Agreement, the obligations of the Underwriter and (save as hereinafter referred to) the Company under the Underwriting Agreement shall ipso facto cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement save in respect of any antecedent breach of any obligation under the Underwriting Agreement, and the Rights Issue will not proceed.

## **UNDERWRITING ARRANGEMENT**

The Rights Shares will be fully underwritten by the Underwriters in accordance with the terms of the Underwriting Agreement as described below.

### **Underwriting Agreement**

Date:	29 March 2017 (after trading hours)
Underwriter:	Gransing Securities Co., Limited
Number of Underwritten Shares:	345,459,675 Rights Shares (assuming no further issue or repurchase of Shares on or before the Record Date)
Underwriting commission:	3% of the aggregate Subscription Price in respect of the maximum number of the Underwritten Shares.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Underwriter and its associates are Independent Third Parties. As at the date of the Underwriting Agreement, the Underwriter was not interested in any Shares.

The terms of the Underwriting Agreement (including the underwriting commission) were determined after arm's length negotiation between the Company and the Underwriter by reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition.

The Underwriter may enter into sub-underwriting arrangement with sub-underwriter(s) or appoint any person to be sub-agent(s) on its behalf for the purpose of arranging for the subscription of the Underwritten Shares with selected subscribers with such authority and rights as the Underwriter have pursuant to its appointment under the Underwriting Agreement.

The Underwriter has undertaken to Company that, among other things, other than the transactions contemplated under the Underwriting Agreement and as disclosed (or will be disclosed) in this announcement and/or the Prospectus Documents, save with the prior consent of the Company, the Underwriter or any of its associates will not deal in the Shares or other securities of the Company from the date of the Underwriting Agreement to the completion of the Rights Issue, provided that the Underwriter may, before completion of the Rights Issue, enter into agreement with any other person(s) in respect of (a) the sub-underwriting of the Rights Shares; and/or (b) the subscription of the Underwritten Shares not taken up, so long as such transactions are in compliance with applicable laws and regulations.

The Directors consider the entering into of the Underwriting Agreement with the Underwriter and the terms of the Underwriting Agreement (including the underwriting commission) to be fair and reasonable and in the interest of the Company and the Shareholders as a whole.

### **Underwriting Commission**

The Company will pay the Underwriter an underwriting commission of 3.0% of the aggregate Subscription Price in respect of the maximum number of the Underwritten Shares. The Directors are of the view that the terms of the Underwriting Agreement, including the commission, are fair and reasonable.

The Board considers the terms of the Underwriting Agreement including the commission rate accord with the market practice and are fair and reasonable so far as the Company and the Shareholders are concerned.

### **Irrevocable Undertakings**

As at the date of this announcement, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 40,608,625 Shares, of which 11,858,625 outstanding Share Options have an exercise price of HK\$1.752 per Share and 28,750,000 outstanding Share Options have an exercise price of HK\$0.520 per Share.

Pursuant to the Irrevocable Undertakings dated 29 March 2017, each of the holders of the outstanding Share Options has irrevocably undertaken to the Company and the Underwriter that (i) he/she/it shall not and shall procure not to exercise, sell, transfer or otherwise dispose of in full or any part of the outstanding Share Options; and (ii) the outstanding Share Options shall remain registered in the name of the holder thereof at any time from the date of the Irrevocable Undertakings to the date of completion of the Rights Issue.

## **Termination of the Underwriting Agreement**

If, prior to the Latest Time for Termination (provided that for the purposes of the termination clause of the Underwriting Agreement, if the date of the Latest Time for Termination shall be a business day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains in force in Hong Kong between 9.00 a.m. and 4.00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no tropical cyclone warning signal no. 8 or above or no black rainstorm warning signal is or remains in force in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Rights Issue; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Rights Issue; or
- (8) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriters be material to the Group as a whole upon completion of the Rights Issue and is likely to affect materially and adversely the success of the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any Specified Event comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination. Upon giving of notice pursuant to the Underwriting Agreement, the obligations of the Underwriter and the Company under the Underwriting Agreement shall terminate forthwith.

## Expected timetable

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

<b>Event</b>	<b>Date 2017</b>
Last day of dealings in Shares on a cum-rights basis . . . . .	Monday, 3 April
First day of dealings in Shares on an ex-rights basis. . . . .	Wednesday, 5 April
Latest time for lodging transfer of Shares to be entitled for the Rights Issue . . . . .	4:30 p.m. on Thursday, 6 April
Closure of register of members of the Company to determine the entitlements to the Rights Issue (both dates inclusive) . . . . .	Friday, 7 April to Thursday, 13 April
Record date for determining entitlements to the Rights Issue . . . . .	Thursday, 13 April
Register of members of the Company re-opens. . . . .	Tuesday, 18 April
Despatch of the Prospectus Documents . . . . .	Tuesday, 18 April
First day of dealings in nil-paid Rights Shares . . . . .	9:00 a.m. on Thursday, 20 April
Latest time for splitting nil-paid Rights Shares. . . . .	4:00 p.m. on Monday, 24 April
Last day of dealings in nil-paid Rights Shares . . . . .	4:00 p.m. on Thursday, 27 April
Latest time for acceptance of and payment for the Rights Shares and the application for excess Rights Shares . . . . .	4:00 p.m. on Thursday, 4 May

Latest time for the termination of underwriting agreement  
and for the Rights Issue to become unconditional . . . . . 4:00 p.m. on Friday, 5 May

Announcement of the allotment results of the Rights Issue. . . . . Thursday, 11 May

Despatch of the share certificates for fully-paid  
Rights Shares and refund cheques in relation to wholly or  
partially unsuccessful applications for excess Rights Shares. . . . . Friday, 12 May

First day of dealings in fully-paid Rights Shares . . . . . 9:00 a.m. on Monday, 15 May

*All times and dates stated in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.*

## **Shareholding structure of the Company**

Set out below is the shareholding structure of the Company before and after the completion of the Rights Issue (having taken into account the Irrevocable Undertakings and assuming no further issue of new Shares or repurchase of Shares on or before the Record Date):

Shareholders	As at the date of this announcement		Immediately after completion of the Rights Issue			
			Assuming all Shareholders have taken up all the Rights Shares		Assuming no Shareholders has taken up the Rights Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Gransing Securities Co., Limited (Note 1)	–	–	–	–	345,459,675	33.33
Mr. Shi Guang Rong (Note 2)	86,364,919	12.50	129,547,378	12.50	86,364,919	8.33
Public Shareholders	604,554,431	87.50	906,831,647	87.50	604,554,431	58.34
<b>Total</b>	<b>690,919,350</b>	<b>100.00</b>	<b>1,036,379,025</b>	<b>100.00</b>	<b>1,036,379,025</b>	<b>100.00</b>

*Notes:*

1. Gransing Securities Co., Limited is the Underwriter for the Rights Issue.
2. Mr. Shi Guang Shi is the substantial shareholder and the non-executive Director of the Company.
3. The Company has undertaken in the Underwriting Agreement that the Company shall not grant new share options under the Scheme Mandate Limit from the date of the Underwriting Agreement up to and including the Record Date (both days inclusive).
4. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.



5. The Underwritten Shares will be subscribed by subscribers who will be independent individual, corporate and/or institutional investors, and who and whose ultimate beneficial owners are Independent Third Parties. It is a term of the Underwriting Agreement that the Underwriter irrevocably undertakes to the Company that if the Underwriter or any of the sub-underwriter is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations as follows:
- (a) the Underwriter will not trigger a mandatory offer obligation under Rule 26 of Takeovers Code on the part of the Underwriter in respect of performing its obligations under the Underwriting Agreement;
  - (b) the Underwriter shall and shall cause the sub-underwriter to procure subscribers independent of the Company and its connected persons to take up such number of Rights Shares as may be necessary to ensure that the public float requirements under the GEM Listing Rules are complied with.
  - (c) none of the persons to be procured by the Underwriter to subscribe for the Untaken Shares will be holding 10% or more of the total issued shares of the Company immediately after completion of the Rights Issue; and
  - (d) the Underwriter shall use its reasonable endeavours to ensure that the sub-underwriters and the subscribers for the Untaken Shares are third parties independent of and not connected with the Company and its connected persons.

### **Adjustments to the Outstanding Share Options**

Pursuant to the terms of the Share Option Scheme, the exercise prices of the Share Options will be adjusted in accordance with the Share Option Scheme upon the Rights Issue becoming unconditional. Such adjustments will be verified by the auditor of the Company. The Company in accordance with the Share Option Scheme will notify the holder of the Share Options the required adjustment(s) as soon as practicable and details of adjustments will be set out in the Prospectus in respect of the Rights Issue to be despatched to the Shareholders.

### **Reasons for the Rights Issue and Use of proceeds**

The Company is principally engaged in (i) rental of energy-saving air-conditioners, (ii) trading business, (iii) the operations of carbon emission trading platform and related services, (iv) money lending business; and (v) securities trading business.

In view of loss-making position of the Group, the Company is aimed at building the sustainable business operations for the Group through restructuring the Company's current business operations. The Board had discontinued the business of manufacturing and sales of environmental friendly air-conditioners and related products in 2016 due to its substantial loss from this operation segment every year since 2012. Moreover, the Group identified the money lending business and securities trading business as potential investment opportunities in the diversification of business risk with a view to maximising returns to the Group and the Shareholders as a whole in the long run.

In October 2015, the Group acquired the entire issued capital of United Property Finance Limited which holds a money lenders licence to carry out money lending business in Hong Kong. The money lending business became the most profitable business segment of the Group for the year ended 31 December 2016 and there was no default event happened for the money lending business of the Group in the past. The Company intends to raise the fund for expansion of money lending business in order to improve the overall financial performance of the Group.

In July 2016, the Group acquired the entire issued capital of Hing Lee Securities Limited, which is a licensed corporation under the SFO with the Type 1 regulated activity (dealing in securities), in order to diversify its business into the financial services industry and broaden revenue sources of the Group. However, the securities trading business is making a loss of approximately HK\$1,409,000 for 5-month operations for the year ended 31 December 2016. The Board realised that the commission income from securities trading is not sufficient enough to sustain the securities trading business. In view of this, the Company intends to raise fund to expand its securities margin financing to clients. The Company has raised fund from subscription of shares under general mandate in January 2017 of which HK\$8,000,000 is allocated for the development of securities trading business, after deducting the fund for setting up and one year's running cost of online trading system and for marketing and promotional expenses, there will be HK\$6,000,000 remained for expansion of its securities margin financing to clients which can only slightly improve the performance of securities trading business for the year ended 31 December 2017. In view of this, the Company intends to raise fund for expansion of its securities margin financing to clients for further improving the financial performance of its securities trading business.

Furthermore, the Company has raised fund from subscription of shares under general mandate in January 2017 of which HK\$8,750,000 is allocated for general working capital and future development of the Group, it is expected that the fund will be fully utilised in August 2017 and extra funding will be necessary in August 2017 for maintaining the operations of the headquarters of the Company in Hong Kong.

The gross proceeds of the Rights Issue will be approximately HK\$103,638,000. The net proceeds from the Rights Issue, after deducting all relevant expenses, are estimated to be approximately HK\$99,690,000 and are intended to be used: (i) as to approximately HK\$50,000,000 for the development of securities trading business; (ii) as to approximately HK\$25,000,000 for the development of money lending business; (iii) as to approximately HK\$3,000,000 for the operations of carbon emission trading platform; and (iv) as to the remaining balance of approximately HK\$21,690,000 for general working capital and the future business development of the Group.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company proposed an open offer in June 2016 for raising approximately HK\$69,092,000, however the conditions of the open offer were not satisfied and the open offer had not been proceed. For the details, please refer to the circular and announcement of the Company dated 28 June 2016 and 15 July 2016 respectively.

Apart from the fund raising activity mentioned above, during the 12 months immediately preceding the date of this announcement, the Company has also carried out other equity fund raising activities as follows.

<b>Date of initial announcement</b>	<b>Fund raising activity</b>	<b>Intended use of net proceeds</b>	<b>Actual use of proceeds</b>
4 January 2017	Subscription of new shares under general mandate	(i) approximately HK\$21,000,000 for repayments of short-term loans; (ii) approximately HK\$8,000,000 for expansion of securities trading business; and (iii) approximately HK\$8,750,000 for general working capital and future development of the Group.	(i) used as intended (ii) approximately HK\$934,000 have been used for expansion of securities trading business; (iii) approximately HK\$3,485,000 have been used for the general working capital and future development of the Group; and (iv) approximately HK\$12,331,000 is currently kept in an interest bearing bank account pending for intended use.

## GEM LISTING RULES IMPLICATIONS

Since the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the 12 months period immediately preceding this announcement, the Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules.

## GENERAL

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only but the Company will not send the PAL and EAF to the Non-Qualifying Shareholders.

## **WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “The Underwriting Agreement” below). Accordingly, the Rights Issue may or may not proceed.**

**The Shares are expected to be dealt in on an ex-rights basis from Wednesday, 5 April 2017. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 20 April 2017 to Thursday, 27 April 2017 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.**

**Any party who is in any doubt about their position or any action to be taken is recommended to consult professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

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

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time

“Companies Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Company”	Global Energy Resources International Group Limited (stock code: 8192), a company incorporated in Cayman Island and continued in Bermuda with limited liability and the issued Share are listed on GEM
“Director(s)”	director(s) of the Company from time to time
“EAF(s)”	the excess application form(s) to be issued to the Qualifying Shareholder(s) in connection with the Rights Issue
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the Listing Committee of GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, who are third party(ies) independent of and not connected with the Directors, chief executive and substantial Shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Irrevocable Undertakings”	the irrevocable undertaking letters dated 29 March 2017 given by the holders of the outstanding Share Options to the Company and the Underwriter, details of which are set out in the section headed “Irrevocable Undertakings” in this announcement
“Last Trading Day”	Wednesday, 29 March 2017, the last day on which the Shares were traded on the Stock Exchange immediately preceding the publication of this announcement
“Latest Lodging Time”	4:30 p.m. on Thursday, 6 April 2017 or such other date and/or time as the Underwriter and the Company may agree as the latest time for lodging transfer of the Shares in order to qualify for the Rights Issue

“Latest Time for Acceptance”	4:00 p.m. on Thursday, 4 May 2017 or such later time or date as may be agreed between the Underwriter and the Company in writing, being the latest time for acceptance of the offer of and payment for the Rights Shares
“Latest Time for Termination”	4:00 p.m. on Friday, 5 May 2017, being the next business day after the Latest Time for Acceptance or such later time or date as may be agreed between the Underwriter and the Company in writing, being the latest time to terminate the Underwriting Agreement
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Directors, after making enquiries regarding the legal restrictions under the laws of the relevant place or the requirements of the relevant overseas regulatory bodies or stock exchange, consider it necessary or expedient to exclude them from the Rights Issue
“Overseas Shareholder(s)”	Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) which is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“PRC”	the People’s Republic of China
“Prospectus”	the Rights Issue prospectus in the agreed form expected to be despatched to the Shareholders on the Prospectus Posting Date
“Prospectus Documents”	together, the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Tuesday, 18 April 2017, or such other date as the Underwriters may agree in writing with the Company, being the date of posting of the Prospectus Documents by the Company to the Qualifying Shareholders
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	Thursday, 13 April 2017 or such other date as may be agreed between the Company and the Underwriter in writing for the determination of the entitlements under the Rights Issue
“Rights Issue”	the issue of 345,459,675 Rights Shares at the Subscription Price on the basis of one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders at the close of business on the Record Date payable in full on acceptance



“Rights Share(s)”	the new Share(s) to be allotted and issued in respect of the Rights Issue
“Registrar”	Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the existing Share Option Scheme, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the existing Share Option Scheme or of the renewal of such limit
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Share Options”	the options granted by the Company to subscribe for an aggregate of 40,608,625 Shares pursuant to the Share Option Scheme, which remain outstanding as at the date of this announcement
“Share Option Scheme”	the share option scheme of the Company adopted on 9 May 2012
“Shareholder(s)”	holder(s) of the Share(s)
“Specified Event”	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which would have rendered any of the warranties of the Company contained in the Underwriting Agreement untrue or incorrect in any material respect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the issue price of HK\$0.30 per Rights Share at which the Rights Shares are proposed to be offered for subscription
“subsidiary”	has the same meaning ascribed thereto in section 2 of the Companies Ordinance and “subsidiaries” shall be construed accordingly
“Takeovers Code”	the Code on Takeovers and Mergers
“Underwriter”	Gransing Securities Co., Limited, a licensed corporation to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Underwriting Agreement”	the underwriting agreement dated 29 March 2017 in relation to the Rights Issue entered into between the Company and the Underwriter as amended from time to time
“Underwritten Shares”	345,459,675 Rights Shares to be underwritten by the Underwriters
“Untaken Shares”	Rights Shares not taken up at or before 4:00 p.m. on the date of acceptance of, and payment for, the Rights Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%” or “per cent”	percentage or per centum

By Order of the Board  
**Global Energy Resources International Group Limited**  
**Chan Kwok Wing**  
*Chief Executive Officer and Executive Director*

Hong Kong, 29 March 2017

*As at the date of this announcement, the board of Directors comprises Mr. Chan Kwok Wing and Mr. Wang An Zhong, Mr. Shi Guang Rong as non-executive Directors and Mr. Leung Wah, Ms. Sun Ching and Ms. Wong Mei Ling as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement, will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company website at [www.8192.com.hk](http://www.8192.com.hk).*