
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Global Green Tech Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GLOBAL GREEN TECH GROUP LIMITED 高寶綠色科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 274)

DISCLOSEABLE AND CONNECTED TRANSACTION: ACQUISITION OF INTERESTS IN A SUBSIDIARY AND DISPOSAL OF INTERESTS IN A SUBSIDIARY

Independent financial adviser



REXCAPITAL (Hong Kong) Limited

A letter from the Board is set out on pages 4 to 10 of this circular. A letter from the Independent Board Committee is set out on page 11 of this circular. A letter from REXCAPITAL containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 12 to 18 of this circular.

Notice of the EGM to be held at Room 3402-08, 34/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 8 October 2007 at 11:00 a.m. is set out on pages 24 to 25 of this circular. If you are unable to attend the EGM, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish.

5 September 2007

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DEFINITIONS

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

“Acquisition”	the acquisition of 13% of the entire issued share capital of Global Cosmetics under the Acquisition Agreement
“Acquisition Agreement”	the agreement dated 16 August, 2007 and made between the Vendor, the Purchaser and the Company in respect of the sale and purchase of 13% of the entire issued share capital of Global Cosmetics
“BBG”	Bio Beauty Group Inc, a company incorporated in the Cayman Islands, an indirect wholly-owned subsidiary of the Company which was incorporated in June 2007 and became the intermediate holding company of the cosmetics and skincare business of the Group as a result of a corporate reorganisation
“BBG Consideration Shares”	the 13,936,390 shares of HK\$0.10 each in BBG to be transferred by the Company to the Vendor in consideration for the sale of 13% of the entire issued share capital of Global Cosmetics to the Purchaser, which represents approximately 15.34% of the entire issued share capital of BBG
“BBG Group”	BBG and its subsidiaries
“Board”	the board of Directors
“Company”	Global Green Tech Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	Completion of the Acquisition in accordance with the Acquisition Agreement
“Consideration”	HK\$274,057,887, being the total consideration for the Acquisition under the Acquisition Agreement
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held on Monday, 8 October 2007 at 11:00 a.m. at Room 3402-08, 34/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for approving the Acquisition Agreement by the Independent Shareholders

DEFINITIONS

“Global Cosmetics”	Global Cosmetics (HK) Company Limited (高寶化妝品(香港)有限公司), a company incorporated in Hong Kong with limited liability on 6 August, 2004
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the committee of the Board established on 16 August, 2007 for the purpose of advising the Independent Shareholders on the Acquisition, the members of which comprise all the independent non-executive Directors, namely Mr. Ou Ying Ji, Mr. Lin Jian and Mr. Lee Pak Chung
“Independent Shareholders”	any shareholder of the Company that is not required to abstain from voting at a general meeting, if necessary, to approve a connected transaction
“January Acquisition Agreement”	the agreement dated 2 January 2007 and made between the Vendor and Global Success Properties Limited in respect of the acquisition of 17% of the entire issued share capital of Global Cosmetics, brief details of which are contained in the Company’s announcement dated 2 January 2007
“Latest Practicable Date”	3 September, 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange which is in parallel with, and distinct from, the Growth Enterprise Market of the Stock Exchange
“Purchaser”	Global Chemical Investment Limited, a company incorporated in the British Virgin Islands, an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“REPS”	convertible preference shares with an aggregate par value US\$21,000,000 issued with the benefit of and subject to the terms and conditions of the preference share instrument in connection with the subscription agreement dated 3 July 2007 and made between the Company, BBG and Macquarie Investment Holdings No. 2 Pty. Limited, brief details of which are contained in the Company’s announcement dated 3 July 2007
“REXCAPITAL”	REXCAPITAL (Hong Kong) Limited, a licensed corporation under the SFO to conduct type 6 (advising on corporate finance) regulated activity and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the connected transaction as contemplated under the Acquisition Agreement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Vendor”	Cristal Marketing Management Company Limited, a company incorporated in Hong Kong with limited liability
“%”	per cent.

LETTER FROM THE BOARD



GLOBAL GREEN TECH GROUP LIMITED

高寶綠色科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 274)

Executive Directors:

Mr. Lau Jin Wei, Jim
Mr. Wong Ying Yin
Mr. Bang Young Bae

Registered office:

Century Yard, Cricket Square,
P.O. Box 2681 GT
George Town, Grand Cayman
British West Indies

Independent non-executive Directors:

Mr. Ou Ying Ji
Mr. Lin Jian
Mr. Lee Pak Chung

*Head office and principal place
of business in Hong Kong:*

Room 3402-08, 34/F., Office Tower,
Convention Plaza,
1 Harbour Road,
Wanchai,
Hong Kong

5 September 2007

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION:
ACQUISITION OF INTERESTS IN A SUBSIDIARY AND
DISPOSAL OF INTERESTS IN A SUBSIDIARY**

1. INTRODUCTION

By the announcement of the Company dated 8 August 2007, it was announced that the Company has made an application to the Stock Exchange for the approval of the proposed spin-off of BBG. As part of the reorganisation of the BBG Group and the preparation for the proposed spin-off, it was announced by the Company on 16 August 2007 that the Vendor, the Purchaser and the Company entered into the Acquisition Agreement in relation to the sale and purchase of 13% of the entire issued share capital of Global Cosmetics.

The purpose of this circular is to provide you with information in relation to the Acquisition as contemplated under the Acquisition Agreement, the advice of the Independent Board Committee and the letter of advice from REXCAPITAL to the Independent Board Committee and the Independent Shareholders.

LETTER FROM THE BOARD

2. ACQUISITION AGREEMENT

- Date** 16 August 2007
- Parties**
- Purchaser:** Global Chemical Investment Limited, an indirect wholly-owned subsidiary of the Company
- Vendor:** Cristal Marketing Management Company Limited
- Company:** Global Green Tech Group Limited
- Shareholding interest to be acquired:** 13% of the entire issued share capital of Global Cosmetics
- Consideration:** HK\$274,057,887 which shall be payable by the Company transferring 13,936,390 BBG Consideration Shares to the Vendor upon Completion, which represents approximately 15.34% of the entire issued share capital of BBG (excluding the REPS issued or to be issued by BBG). Assuming all the REPS are converted into 9,150,000 ordinary shares of BBG, the BBG Consideration Shares will represent approximately 13.94% of the enlarged issued share capital of BBG immediately after such conversion.
- Completion Date:** Completion shall taken place on the 5th business day after the date of all the conditions set out in the paragraph below are fulfilled
- Conditions:** Completion is conditional upon the following conditions:
- (a) (where applicable) the compliance by the Company of (or, as the case may be, obtaining of waiver from) any requirement under the Listing Rules as may be applicable (including without limitation the approval of the independent Shareholders in general meeting being obtained) in connection with the Acquisition Agreement and the transactions contemplated thereby;
 - (b) the Board (the Company being the ultimate shareholder of the Purchaser) approving and authorising the execution and completion of the Acquisition Agreement;
 - (c) none of the warranties and representations of the Vendor contained in the Acquisition Agreement having been breached in any material respect (or, if capable of being remedied, has not been remedied), or is misleading, inaccurate, incomplete or untrue in any material respect; and

LETTER FROM THE BOARD

- (d) if required, all approvals, consents, authorisations and licences (so far as are necessary) in relation to the transactions contemplated under the Acquisition Agreement having been obtained from the relevant parties.

None of the above conditions can be waived by the Vendor or the Purchaser. As at the Latest Practicable Date, the conditions set out in paragraphs (b) and (d) above have been fulfilled.

Subject matter of the Acquisition

Global Cosmetics is a company incorporated in Hong Kong on 6 August, 2004 having an authorised capital of HK\$40,000,000 divided into 40,000,000 shares of HK\$1 each, all of which have been issued and are fully paid or credited as fully paid. Of the 40,000,000 issued shares, 34,800,000 shares are beneficially owned by and registered in the name of the Purchaser and 5,200,000 shares are beneficially owned by and registered in the name of the Vendor. Global Cosmetics is principally engaged in the wholesale of cosmetics and skincare products manufactured by its wholly owned subsidiary established in the People's Republic of China, namely, Global Cosmetics (China) Co., Ltd.

The original acquisition cost for the Vendor of 13% of the entire issued share capital of Global Cosmetics was HK\$5,200,000, being the subscription price for the allotment of shares at par by Global Cosmetics.

As at 31 December, 2006, the unaudited net asset value of Global Cosmetics was approximately HK\$63,611,000. For each of the two years ended 31 December 2006, the unaudited consolidated net profit before tax of Global Cosmetics amounted to HK\$75,829,000 and HK\$195,708,000, respectively. For each of the two years ended 31 December 2006, the unaudited consolidated net profit after tax attributable to the shareholders of Global Cosmetics amounted to HK\$75,829,000 and HK\$165,168,000, respectively.

The unaudited net asset value of BBG as at 31 December 2006 was approximately HK\$20,738,000. The unaudited consolidated net profit before taxation of BBG for the financial year ended 31 December 2005 and 2006 was approximately HK\$55,368,000 and approximately HK\$184,553,000, respectively, and the unaudited consolidated net profit after taxation of BBG for the financial year ended 31 December 2005 and 2006 was approximately HK\$55,368,000 and approximately HK\$154,014,000, respectively.

The financial statements of Global Cosmetics and BBG were prepared in accordance with Hong Kong Financial Reporting Standards.

Upon completion of the Acquisition, the Purchaser will own the entire issued share capital of Global Cosmetics and the Vendor will own approximately 15.34% of the entire issued share capital of BBG (excluding the REPS issued or to be issued by BBG). Assuming all the REPS are converted into ordinary shares of BBG, the BBG Consideration Shares will represent approximately 13.94% of the enlarged issued share capital of BBG immediately after such conversion.

LETTER FROM THE BOARD

Immediately after Completion, approximately 84.66% of the entire issued share capital of BBG will be held by the Company and BBG will remain a subsidiary of the Company and the accounts of BBG and its subsidiaries will continue to be consolidated in the accounts of the Company.

3. CONSIDERATION FOR THE ACQUISITION AND THE BASIS FOR ITS DETERMINATION

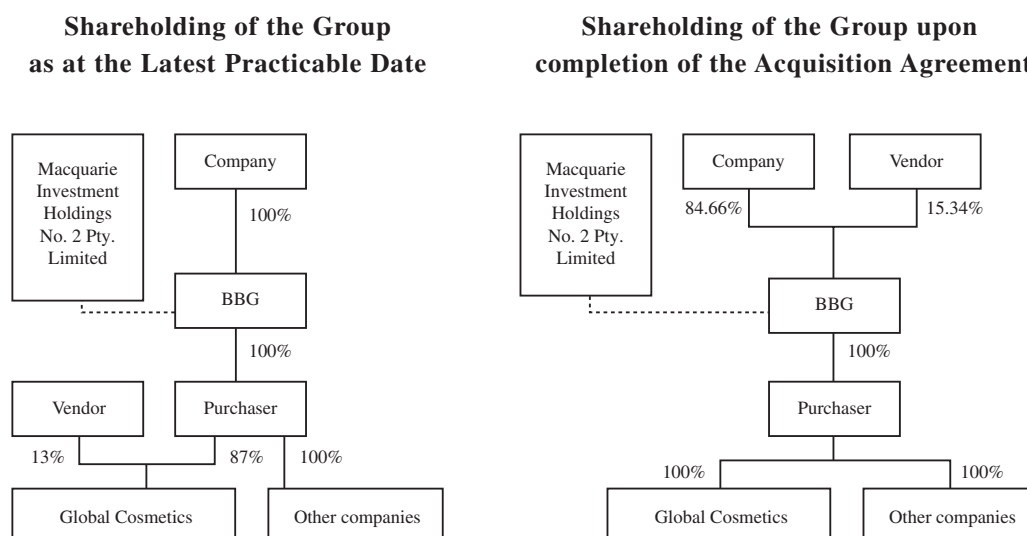
The Consideration of HK\$274,057,887 is determined with reference to, among other things, the fair value of Global Cosmetics and BBG which were determined on the basis of (i) the unaudited consolidated net profit after tax of Global Cosmetics and the unaudited consolidated net profit after tax of BBG for the year ended 31 December 2006 and (ii) the profit/earning ratio of BBG calculated with reference to the subscription price of US\$21,000,000 for the issue of REPS as announced by the Company on 3 July 2007. The number of BBG Consideration Shares to be transferred to the Vendor also takes into account of the potential dilution effect of the issue of shares of BBG upon conversion of the REPS.

Since the transaction contemplated under the Acquisition Agreement is part of the reorganisation of the corporate structure of the BBG Group for preparation of its proposed spin-off as announced by the Company on 8 August 2007, according to the Directors' understanding of the Hong Kong Financial Reporting Standards and the book value of Global Cosmetics and BBG, the excess amount of the book value of the shares of BBG to be exchanged over that of the shares of Global Cosmetics to be exchanged under the Acquisition Agreement shall be recognised as goodwill. The goodwill arise will be subjected to impairment test in the future. At the initial recognition, the Directors do not expect there will be any material gain or loss accruing to the Company as a result of the exchange of shares under the Acquisition Agreement. For the same reason, the Board believes that the transaction contemplated under the Acquisition Agreement will not give rise to any material effect on the earnings, assets and liabilities of the Group.

The Directors (including the independent non-executive Directors) are of the view that the Consideration is fair and reasonable.

4. CHANGE IN SHAREHOLDING STRUCTURE OF THE GROUP

For illustration purposes, the following charts depict the shareholding structure of the Group as at the Latest Practicable Date and upon completion of the Acquisition Agreement:



LETTER FROM THE BOARD

5. REASONS FOR THE TRANSACTION

After a series of corporation reorganisation which took place in June 2007 for preparation of the proposed spin-off of BBG as announced by the Company on 8 August 2007, BBG, through its holding of the entire issued share capital in the Purchaser, became the intermediate holding company of the cosmetics and skincare business of the Group. As at the Latest Practicable Date, save for the 13% shareholding interest of Global Cosmetics which is held by the Vendor, all the subsidiaries under BBG are wholly owned. To enable BBG to take full control of the cosmetics and skincare business arm and as part of the reorganisation of the group of BBG and the preparation for the proposed spin-off, the Vendor agreed to exchange its shares of Global Cosmetics with the shares of BBG with approximately the same fair value as at the Latest Practicable Date and taking into account the potential dilution effect of BBG upon full conversion of the REPS. The Directors, including independent non-executive Directors, consider that the terms of the Acquisition Agreement are in the ordinary course of business and on normal commercial terms, fair and reasonable and in the interest of the Shareholders as a whole.

6. GENERAL

The principal activities of the Group are the manufacturing and sale of home and personal care products, industrial products, cosmetics and skincare products and biotechnology products with pharmaceutical and cosmetics applications and investment and/or trading in marketable securities, bonds, foreign currencies, various funds and income generating fixed assets' portfolios. BBG and its subsidiaries are principally engaged in the manufacture and sale of cosmetics and skincare products.

The principal activities of the Vendor are retailing of cosmetics and provision of beauty treatment services. Other than it being a substantial shareholder and a distributor for the products of Global Cosmetics, the Vendor and its beneficial owner are third parties independent of the Company and any of the Company's connected persons.

The Vendor currently holds 13% of the entire issued share capital of Global Cosmetics. By virtue of it being a substantial shareholder of Global Cosmetics, the Vendor constitutes a connected person (as such term is defined under the Listing Rules). As such, the Acquisition constitutes a connected transaction (as such term is defined under the Listing Rules) for the Company and is therefore subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

As a result, Completion is subject to the approval of the Independent Shareholders by poll at the EGM under Chapter 14A of the Listing Rules.

The Acquisition, on a stand alone basis, constitutes a discloseable transaction under Chapter 14 of the Listing Rules. The Group entered into the January Acquisition Agreement with the Vendor in January 2007 for the acquisition of 17% of the entire issued share capital of Global Cosmetics. The Acquisition and the transaction under the January Acquisition Agreement are therefore aggregated as a single transaction as they involve the acquisition of an interest in one particular company pursuant to Rule 14.23 of the Listing Rules. Consequently, as the highest applicable percentage ratio exceeds 5% but less than 25%, the Acquisition, on an aggregated basis, still constitutes a discloseable transaction.

LETTER FROM THE BOARD

Further, the transfer of 13,936,390 BBG Consideration Shares by the Company to the Vendor constitutes a disposal of interest in a subsidiary of the Company. Since the applicable percentage ratios set forth in Chapter 14 of the Listing Rules in relation to the disposal are more than 5% but less than 25%, the disposal of interest in BBG constitutes a discloseable transaction of the Company under Rule 14.06 of the Listing Rules.

7. EGM

The Company will convene the EGM at Room 3402-08, 34/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 8 October 2007 at 11:00 a.m. to consider and, if thought fit, approve the connected transaction as contemplated under the Acquisition Agreement. A notice of the EGM is set out on pages 24 to 25 of this circular.

No Shareholder is required to abstain from voting in respect of the ordinary resolution proposed to approve the connected transaction as contemplated under the Acquisition Agreement at the EGM.

A form of proxy for use at the EGM is also enclosed. If you are unable to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

8. POLL PROCEDURE

Pursuant to article 66 of the articles of association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of poll is required by the Listing Rules or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding Shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Independent Shareholders taken at the EGM to approve the connected transaction as contemplated under the Acquisition Agreement will be taken by poll, the results of which will be announced after the EGM.

9. RECOMMENDATION

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Ou Ying Ji, Mr. Lin Jian and Mr. Lee Pak Chung, has been established to advise the Independent Shareholders as to the fairness and reasonableness of the terms of the connected transaction as contemplated under the Acquisition Agreement and whether such connected transaction is in the interests of the Company and its Shareholders as a whole. Your attention is drawn to the advice of the Independent Board Committee set out in its letter on page 11 of this circular. Your attention is also drawn to the letter of advice from REXCAPITAL to the Independent Board Committee and the Independent Shareholders in respect of the connected transaction as contemplated under the Acquisition Agreement set out on page 12 to page 18 of this circular.

The Independent Board Committee, having taken into account the advice of REXCAPITAL, considers that the Acquisition Agreement is on normal commercial terms. The Independent Board Committee also considers that the terms of the connected transaction as contemplated under the Acquisition Agreement are fair and reasonable and such connected transaction is in the interests of the Company and its Shareholders as a whole. The Independent Board Committee therefore recommends the Independent Shareholders to vote in favour of the ordinary resolution to approve the connected transaction as contemplated under the Acquisition Agreement at the EGM.

10. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board of
Global Green Tech Group Limited
Lau Jin Wei, Jim
Chairman



GLOBAL GREEN TECH GROUP LIMITED

高寶綠色科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 274)

5 September 2007

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION:
ACQUISITION OF INTERESTS IN A COMPANY AND
DISPOSAL OF INTERESTS IN A SUBSIDIARY**

We refer to the circular issued by the Company to its shareholders and dated 5 September 2007 (“**Circular**”) of which this letter forms part. Terms defined in the Circular have the same meanings when used in this letter unless the context otherwise requires.

Under the Listing Rules, the transaction contemplated under the Acquisition Agreement constitute a connected transaction for the Company and are subject to the approval of the Independent Shareholders.

We have been appointed by the Board to consider the terms of the Acquisition Agreement and to advise the Independent Shareholders in connection with the connected transaction as contemplated under the Acquisition Agreement as to whether, in our opinion, the terms of the Acquisition Agreement are fair and reasonable and whether such connected transaction is in the interests of the Company and its Shareholders as a whole. REXCAPITAL has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this respect.

We wish to draw your attention to the letter from the Board and the letter from REXCAPITAL as set out in the Circular. Having considered the principal factors and reasons considered by, and the advice of, REXCAPITAL as set out in its letter of advice, we consider that the Acquisition Agreement is on normal commercial terms. We also consider that the terms of the connected transaction as contemplated under the Acquisition Agreement are fair and reasonable and such connected transaction is in the interests of the Company and its Shareholders as a whole. Accordingly, we would recommend the Independent Shareholders to vote in favour of the ordinary resolutions to approve the connected transaction as contemplated under the Acquisition Agreement at the EGM.

Yours faithfully,

For and on behalf of

Independent Board Committee

Ou Ying Ji

Lin Jian

Lee Pak Chung

Independent non-executive Directors

LETTER OF ADVICE FROM REXCAPITAL

The following is the text of a letter of advice from REXCAPITAL to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition Agreement is prepared for inclusion in this circular.



REXCAPITAL (Hong Kong) Limited
34th Floor, COSCO Tower
Grand Millennium Plaza
183 Queen's Road Central
Hong Kong

5 September 2007

*The Independent Board Committee and
the Independent Shareholders*

Global Green Tech Group Limited
Room 3402, 34/F., Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

Dear Sirs,

DISCLOSEABLE AND CONNECTED TRANSACTION: ACQUISITION OF INTERESTS IN A SUBSIDIARY AND DISPOSAL OF INTERESTS IN A SUBSIDIARY

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the fairness and reasonableness of the terms of the Acquisition Agreement, details of which are set out in this circular of which this letter forms a part. We have been retained by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Acquisition Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole, and to advise the Independent Shareholders on how to vote. Unless the context otherwise requires, terms used in this letter shall have the same meaning as those defined in this circular.

On 16 August 2007, the Company and the Purchaser (an indirect wholly-owned subsidiary of the Company) entered into the Acquisition Agreement with the Vendor for the acquisition of 13% of the entire issued share capital of Global Cosmetics.

LETTER OF ADVICE FROM REXCAPITAL

Global Cosmetics is an indirectly non-wholly-owned subsidiary of the Company. As at the Latest Practicable Date, the Company indirectly holds 87% of the entire issued share capital of Global Cosmetics and the Vendor holds the remaining 13% of the entire issued share capital of Global Cosmetics. By virtue of the Vendor being a substantial shareholder of Global Cosmetics, the Vendor constitutes a connected person (as such term is defined under the Listing Rules). As such, the Acquisition constitutes a connected transaction (as such term is defined under the Listing Rules) for the Company and is therefore subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

The Acquisition, on a stand-alone basis, constitutes a discloseable transaction under Chapter 14 of the Listing Rules. The Group entered into the January Acquisition Agreement with the Vendor in January 2007 for the acquisition of 17% of the entire issued share capital of Global Cosmetics. The Acquisition and the transaction under the January Acquisition Agreement are therefore aggregated as a single transaction as they involve the acquisition of an interest in one particular company pursuant to Rule 14.23 of the Listing Rules. Consequently, as the applicable aggregate percentage ratio exceeds 5% but less than 25%, the Acquisition, on an aggregated basis, still constitutes a discloseable transaction.

Further, the transfer of 13,936,390 BBG Consideration Shares by the Company to the Vendor constitutes a disposal of interest in a subsidiary of the Company. Since the applicable percentage ratios set forth in Chapter 14 of the Listing Rules in relation to the disposal are more than 5% but less than 25%, the disposal of interest in BBG constitutes a discloseable transaction of the Company under Rule 14.06 of the Listing Rules.

The Independent Board Committee, comprising Mr. Ou Ying Ji, Mr. Lin Jian and Mr. Lee Pak Chung, all being independent non-executive Directors, has been established to consider the terms of the Acquisition Agreement, and to advise the Independent Shareholders on whether the terms of the Acquisition Agreement are fair and reasonable.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon the accuracy of the information and representations contained in this circular and information provided to us by the Company and its Directors. In particular, we have relied on the consolidated financial information for the two financial years ended 31 December 2006 of Global Cosmetics and its subsidiary (collectively, the "GC Group"), and BBG and its subsidiaries including GC Group (collectively, the "BBG Group"). We have also relied on the accuracy of the information and representation contained in the announcement and circular of the Company dated 3 July 2007 and 16 July 2007 respectively regarding the issuance of 91,500 REPS at the subscription price of US\$21,000,000 (equivalent to approximately HK\$163,800,000) by BBG to Macquarie Investment Holdings No. 2 Pty. Limited ("Macquarie").

We have assumed that all statements, information and representations made or referred to in this circular and all information and representations which have been provided by the Company and the Directors, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the date hereof. We have also assumed that all statements of belief, opinion and intention made by the Directors in this circular were reasonably made after due and careful enquiry and were based on honestly-held opinions.

LETTER OF ADVICE FROM REXCAPITAL

We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and have been confirmed by the Directors that no material facts and representations the omission of which would make any statement in this circular, including this letter, misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and management of the Company. We consider that we have reviewed sufficient information to reach an informed view and to justify reliance on the accuracy of the information and representations contained in this circular and to provide a reasonable basis for our recommendation regarding the Acquisition Agreement.

THE ACQUISITION AGREEMENT

Principal Factors Considered

In giving our recommendation to the Independent Board Committee and the Independent Shareholders in respect of the fairness and reasonableness of the terms of the Acquisition Agreement, we have taken into consideration the following factors and reasons:

1. Background and reasons for entering into the Acquisition Agreement

On 2 January 2007, the Company announced that January Acquisition Agreement was entered into between Global Success Properties Limited, a wholly-owned subsidiary of the Company, and the Vendor on 2 January 2007, pursuant to which the Vendor agreed to sell and Global Success Properties Limited agreed to purchase 17% of the total issued share capital of Global Cosmetics at a total consideration of HK\$241,090,000. The Purchaser has been nominated by Global Success Properties Limited to act as the transferee of the said 17% of the total issued share capital of Global Cosmetics. Since the completion of this acquisition agreement in March 2007, the Company has indirectly owned up to 87% interest in Global Cosmetics.

On 3 July 2007, BBG and Macquarie entered into a subscription agreement, pursuant to which BBG has issued and Macquarie has subscribed for 91,500 REPS at the subscription price of US\$21,000,000 (equivalent to approximately HK\$163,800,000). Every one REPS shall be exchangeable into 100 ordinary shares of BBG. Assuming the conversion rights attaching to the REPS are exercised in full, Macquarie will hold approximately 9.15% of the enlarged issued share capital of BBG immediately after completion of such conversion, which implies that the valuation of the BBG Group is approximately HK\$1,790,000,000 and a price/earning ratio of 11.6 times.

On 8 August 2007, the Company announced that the Company had made an application to the Stock Exchange for the approval of the proposed spin-off of BBG on the main board of the Stock Exchange.

After a series of corporation reorganisation which took place in June 2007, BBG, through its holding of the entire issued share capital in the Purchaser, became the intermediate holding company of the cosmetics and skincare business of the Group. As at the Latest Practicable Date, save for the 13% shareholding interest of Global Cosmetics, which is held by the Vendor, all the subsidiaries under BBG are wholly owned. To enable BBG to take full control of the cosmetics and skincare business arm and as

LETTER OF ADVICE FROM REXCAPITAL

part of the reorganisation of the BBG Group for preparation of its proposed spin-off as announced by the Company on 8 August 2007, the Vendor agreed to exchange its shares of Global Cosmetics with the shares of BBG with approximately the same fair value as at the Latest Practicable Date and taking into account the potential dilution effect of BBG upon full conversion of the REPS. The Directors, including independent non-executive Directors, consider that the terms of the Acquisition Agreement are in the ordinary course of business and on normal commercial terms, fair and reasonable and in the interest of the Shareholders as a whole.

The following table highlights some of the key historical consolidated financial figures of the BBG Group and GC Group as prepared under Hong Kong Financial Reporting Standards for the two financial years ended 31 December 2006, for comparison purposes.

	Financial year ended 31 December	
	2005 (audited) (HK\$' million)	2006 (unaudited) (HK\$' million)
The BBG Group		
Turnover	232.4	409.5
Net profits after taxation	55.4	154.0
The GC Group		
Turnover	224.1	393.0
<i>% to total turnover of the BBG Group</i>	<i>96.4%</i>	<i>96.0%</i>
Net profits after taxation	75.8	165.2
<i>% to net profits after tax of the BBG Group</i>	<i>136.8%</i>	<i>107.3%</i>

From the above table, we observed that turnover as well as net profits of the GC Group represented almost the entire portion of that of the BBG Group, which meant that the GC Group was the key revenue and income contributor to the BBG Group. The Directors also confirmed that the difference in net profit after tax was mainly due to administrative expenses, such as professional fees, being absorbed in the accounts of the BBG Group.

2. Consideration of the Acquisition Agreement

The Consideration payable by the Purchaser under the Acquisition Agreement is HK\$274,057,887 which shall be payable by the Company transferring 13,936,390 BBG Consideration Shares to the Vendor, which represents approximately 15.34% of the entire issued share capital of BBG (excluding the REPS issued or to be issued by BBG). Assuming all the REPS are converted into ordinary shares of BBG, the BBG Consideration Shares will represent approximately 13.94% of the enlarged issued share capital of BBG immediately after such conversion.

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The Consideration of HK\$274,057,887 is determined with reference to, among other things, the fair value of Global Cosmetics and BBG which were determined on the basis of (i) the unaudited consolidated net profit after tax of Global Cosmetics and the unaudited consolidated net profit after tax of BBG as prepared under Hong Kong Financial Reporting Standards for the year ended 31 December 2006 and (ii) the profit/earning ratio of BBG calculated with reference to the subscription price of US\$21,000,000 for the issue of REPS as announced by the Company on 3 July 2007. The number of BBG Consideration Shares to be transferred to the Vendor also takes into account of the potential dilution effect of the issue of shares of BBG upon conversion of the REPS.

After discussion with the management of the Company, we understand that the Consideration and fair value of the BBG Consideration Shares is determined as follows:

	GC Group <i>HK\$'million</i>	BBG Group <i>HK\$'million</i>
Profit after taxation but before minority interests	165.2	154.0
Using the price/earning ratio as deduced from the issuance of REPS as a benchmark	11.6x	11.6x
Fair value of company	1,916	1,786
Percentage of GC Group to be acquired	13.00%	
Percentage of Consideration Shares to be issued		15.34%
Potential dilution effect by REPS (9.15%)		90.85%
Adjusted percentage	13.00%	13.94%
Consideration	249	
Fair value of BBG Consideration Shares		249

Having considered that

- (1) the price/earning ratio of 11.6 times was derived from the latest disposal of shareholding interests by BBG to Macquarie, an independent third party;
- (2) the GC Group was the key revenue and income contributor to the BBG Group and, therefore, the same price/earning ratio of 11.6 times was applied to GC Group in determining the Consideration;
- (3) the Acquisition was actually part of the reorganisation of the BBG Group for preparation of its proposed spin-off as announced by the Company on 8 August 2007; and

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- (4) as stated in the letter from the Board that since the transaction contemplated under the Acquisition Agreement is part of the reorganisation of the corporate structure of the BBG Group for preparation of its proposed spin-off, the Directors do not expect there will be any material gain or loss accruing to the Company as a result of the disposal of interest in the Consideration Shares;

we therefore agree to the above calculation of the Consideration and fair value of the BBG Consideration Shares and considered that it is fair and reasonable and are in the interests of the Company so far as the Shareholders as a whole are concerned.

In addition to the above, for illustrative purposes, we have identified 7 comparable companies being listed companies on the Stock Exchange with businesses in manufacturing and/or selling skin care, beauty and personal treatment products. The comparables are identified by searching through published information, and may not contain all listed companies in the related industries. Shareholders should note that the stated price/earning ratios of the respective companies could be sensitive to, amongst other things, each of their particular businesses, financial position and market price performance of the shares of the respective companies and therefore, the price/earning ratios of the comparables listed below are for information and reference purposes only.

Name of comparables	Business activities	Price/earning ratio (times)
Natural Beauty Bio-Technology Limited	Manufacture and selling of skin care, beauty and aromatherapeutic products and provision of skin treatments, beauty and spa services and skin care consulting and beauty training	22.73
Water Oasis Group Limited	Distribution of branded skin-care products, and operation of retail outlets, spa centres and internet portal in Hong Kong, Taiwan, Macau and the PRC	22.67
Nubrand Group Holdings Limited	Sale of medical equipment and supplies and health and beauty products	–
B.A.L. Holdings Limited	Retails of beauty products and provision of beauty services in Hong Kong, Macau and China	6.30
Sau San Tong Holdings Limited	Sale of a range of health and beauty products and provision of a wide range of health and beauty services with emphasis on weight management at its slimming centers	–

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Name of comparables	Business activities	Price/earning ratio (times)
Blu Spa Holdings Limited	Development, distribution and marketing of personal care treatment products	–
The Company		11.76
Range		6.30 to 22.73
Mean		15.87

As illustrated above, the price/earning ratios of the respective comparable companies identified vary widely, with a range from 6.30 times to 22.73 times and a mean value of approximately 15.87 times. From the above, we observed that the price/earning ratio incorporated in the Consideration, being 11.6 times, is within such range and also is well below the mean value of price/earning ratios of the above comparables. Nevertheless, we would like to point out that based on the method the Consideration and fair value of BBG Consideration Shares are determined as set out above, the number and percentage of BBG Consideration Shares being offered in exchange for the 13% shareholding interests in GC Group would remain the same irrespective of what price/earning ratio is referred to as a benchmark in such calculation.

RECOMMENDATION

Having considered the abovementioned principal factors and reasons, we consider that the entering into and the terms of the Acquisition Agreement are fair and reasonable and are in the interests of the Company so far as the Shareholders as a whole are concerned. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Acquisition Agreement.

Yours faithfully,
For and on behalf of
REXCAPITAL (Hong Kong) Limited
Sam Lum
Director

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under section 344 of the SFO) or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Number of ordinary shares/underlying shares held			Approximate percentage of interest
	Personal interests	Corporate interests	Family interests	
Mr. Lau Jin Wei, Jim	3,940,000 <i>note (a)</i>	–	86,732,000 <i>note (b)</i>	7.68%
Mr. Wong Ying Yin	350,000 <i>note (c)</i>	–	–	0.03%
Mr. Bang Young Bae	500,000 <i>note (d)</i>	–	–	0.04%

Notes:

- (a) The personal interest of Mr. Lau Jin Wei, Jim comprises of 5,940,000 ordinary shares of the Company.
- (b) There are 86,732,000 ordinary shares of the Company as shown above held by Motivated Workforce Consultants Limited (“MWC”), a company incorporated in the British Virgin Islands. The entire share capital of MWC is owned by Mr. Lau Ru Dong, the father of Mr. Lau Jin Wei, Jim.
- (c) The personal interest of Mr. Wong Ying Yin comprises of 300,000 ordinary shares and 350,000 underlying shares in respect of share options granted by the company to him.
- (d) The personal interest of Mr. Bang Young Bae comprises of 350,000 ordinary shares and 150,000 underlying shares in respect of share options granted by the company to him.

Name of Director	Number of 2008 Warrants granted		
	Personal interests	Corporate interests	Family interests
Mr. Lau Jin Wei, Jim	540,000 <i>note (a)</i>	–	6,020,000 <i>note (b)</i>

Each of the 2008 Warrant entitles the holder thereof to subscribe for one ordinary share at subscription price of HK\$1.3 per share, payable in cash and subject to adjustment, at any time during the period from 8 July 2005 to 7 July 2008 (both dates inclusive). Any shares falling to be issued upon the exercise of the subscription rights attaching to the 2008 Warrants rank *pari passu* in all respects with the existing fully- paid ordinary shares in issue on the relevant subscription date.

Notes:

- (a) The personal interest of Mr. Lau Jin Wei, Jim comprises of 540,000 2008 Warrants of the Company.
- (b) There are 6,020,000 2008 Warrants of the Company held by MWC, a company incorporated in the British Virgin Islands. The entire share capital of MWC is owned by Mr. Lau Ru Dong, the father of Mr. Lau Jin Wei, Jim.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under section 344 of the SFO) or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any asset which have since 31 December 2006, being the date to which the latest published audited financial statements of the Group were made up, been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors were materially interested in any contract or arrangement entered into by any member of the Group since 31 December 2006, being the date to which the latest published audited financial statements of the Group were made up, and which was significant in relation to the business of the Group.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to the Directors, the persons (not being a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Name of Shareholder	Number of ordinary shares	Number of 2008 Warrants	Approximate percentage of interest
MWC	86,732,000	6,020,000	7.85%
Inviting Finance Limited <i>note (a)</i>	89,168,000	7,200,000	8.16%

Note:

- (a) Inviting Finance Limited is a company incorporated in the British Virgin Islands. The entire share capital of IFL is owned by Mr. Choi Woon Man.

All the interests disclosed above represent long positions in the shares of the Company.

Details of the terms of the 2008 Warrants are set out in the paragraph headed “Disclosure of Interests” above.

Save as disclosed above, there was no person (not being a Director or chief executive of the Company) known to the Directors, who, as at the Latest Practicable Date, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4. SUBSTANTIAL SHAREHOLDERS OF SUBSIDIARIES OF THE COMPANY

As at the Latest Practicable Date, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) were, either directly or indirectly, interested in shares representing 10% or more of the nominal value of any class of share capital or, as the case may be, registered capital carrying rights to vote in all circumstances at general meetings of a subsidiary of the Company:

Name of subsidiary	Name of shareholder	No. of shares held/ amount of registered capital owned	Percentage of shareholdings
Global Cosmetics	Vendor	5,200,000 ordinary shares of HK\$1 each	13%

5. SERVICE AGREEMENTS

As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into a service contract with any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

6. MATERIAL ADVERSE CHANGES

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2006, being the date to which the latest published audited financial statements of the Group were made up.

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or claims of material importance and there was no litigation or claims of material importance known to the Directors to be pending or threatened by or against either the Company or any of its subsidiaries.

8. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and their associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

9. QUALIFICATION AND CONSENT OF EXPERT

REXCAPITAL is a corporation licensed to carry on the regulated activities type 6 (advising on corporate finance) as set out in Schedule 5 to the SFO.

REXCAPITAL has given and has not withdrawn its written consent to the issue of this circular with the reference to its name and its letter in the form and context in which it appears.

As at the Latest Practicable Date, REXCAPITAL did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group.

REXCAPITAL does not have any interest, direct or indirect, in any assets which since 31 December 2006, being the date to which the latest published audited financial statements of the Group were made up, have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copy of the Acquisition Agreement will be available for inspection at Room 3402-08, 34/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong during normal business hours from 5 September 2007 up to and including 8 October 2007.

11. MISCELLANEOUS

- (i) The company secretary and qualified accountant of the Company is Mr. Chow Kai Ming.

Mr. Chow holds a bachelor degree in business administration from the Hong Kong Baptist University and is a fellow member of the Hong Kong Society of Accountants. He has over 16 years of experience in finance and administration.

- (ii) The principal share registrar and transfer office of the Company is the Bank of Butterfield International (Cayman) Limited of Butterfield House, Fort Street, P.O. Box 705, George Town, Grand Cayman, Cayman Islands.
- (iii) The Hong Kong branch share registrar and transfer office of the Company is Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (iv) In case of inconsistency, the English text of this circular shall prevail over its Chinese text.

NOTICE OF EGM



GLOBAL GREEN TECH GROUP LIMITED

高寶綠色科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 274)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Global Green Tech Group Limited (“**Company**”) will be held at Room 3402-08, 34/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 8 October 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the acquisition agreement (“**Acquisition Agreement**”) dated 16 August 2007 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between Cristal Marketing Management Company Limited as vendor, Global Chemical Investment Limited as purchaser and the Company and the transactions contemplated thereby be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Acquisition Agreement or the transactions contemplated thereby.”

Yours faithfully
For and on behalf of
the board of Directors of
Global Green Tech Group Limited
Lau Jin Wei, Jim
Chairman

Hong Kong
5 September 2007

Registered office:
Century Yard, Cricket Square
P.O. Box 2681 GT
George Town, Grand Cayman
British West Indies

*Head office and principal place
of business in Hong Kong:*
Room 3402-08, 34/F., Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

NOTICE OF EGM

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited of 26th Floor, Tesbusy Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time of the meeting or any adjournment thereof.
3. As at the date of this notice, the board of directors of the Company comprises Mr. Lau Jin Wei, Jim, Mr. Wong Ying Yin, Mr. Bang Young Bae as executive directors, and Mr. Ou Ying Ji, Mr. Lin Jian, Mr. Lee Pak Chung as independent non-executive directors.