

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

*This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase, or subscribe for securities.*



## **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)

### **VERY SUBSTANTIAL ACQUISITION AND RESUMPTION OF TRADING**

**Financial adviser to Global Green Tech Group Limited**



**粵海證券有限公司**

**Guangdong Securities Limited**

#### **THE ACQUISITION**

On 1 December 2009 (after trading hours), the Company (as purchaser) entered into the Sale and Purchase Agreement with the Vendor (as seller) and Mr. Wang (as Vendor's guarantor), pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares and the Sale Loan, at a total consideration of HK\$1,200 million.

The Sale Shares represent the entire issued share capital of the Australian Company, which in turn holds 80% of the registered capital of the Mining Company. The shareholding structure of the Target Group is included under the section headed "Shareholding Charts" of this announcement.

On 9 December 2009, the Company, the Vendor and Mr. Wang further entered into the Supplemental Sale and Purchase Agreement to amend certain terms of the Sale and Purchase Agreement.

Mr. Wang has joined as a party to the Agreements to guarantee the Vendor's obligations under the Agreements.

**The Consideration:**

The Consideration of HK\$1,200 million shall be settled in the following manner on the Completion Date:

- (i) as to HK\$304,808,800 by the allotment and issue of the Consideration Shares at the Issue Price of HK\$0.4 per Consideration Share to the Vendor and/or its nominees (as the Vendor may direct) by the Company; and
- (ii) as to HK\$895,191,200 by the issue of the Convertible Bonds in the principal amount of HK\$895,191,200 at the Conversion Price of HK\$0.4 per Conversion Share to the Vendor and/or its nominees (as the Vendor may direct) by the Company.

The Consideration was determined between the Company and the Vendor after arm's length negotiations, taking into account the following:

- (i) the preliminary Valuation of the Mines (for the avoidance of doubt, such preliminary Valuation excludes the exploration activity conducted at the Uncovered Area) of no less than HK\$1,500,000,000 as at 30 November 2009 by the Valuer, as set out in the draft Valuation Report; and
- (ii) the latest market statistics and prospects of the gold mining industry.

**IMPLICATION UNDER THE LISTING RULES**

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition are more than 100%, the Acquisition constitutes a very substantial acquisition for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under the Listing Rules.

The EGM will be held to consider and, if thought fit, pass the ordinary resolution(s) to approve the Agreements and the transactions contemplated thereunder. As no Shareholder has material interest in the Agreements, no Shareholder is required to abstain from voting at the EGM in respect of the Agreements and the transactions contemplated thereunder.

**GENERAL**

A circular containing, among other things, (i) details of the Acquisition; (ii) a notice of EGM; and (iii) other information as required under the Listing Rules, will be despatched to the Shareholders as soon as practicable.

**As completion of the Acquisition is subject to the fulfillment of a number of conditions precedent, the Acquisition may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 2 December 2009, pending the publication of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 10 December 2009.

## **INTRODUCTION**

On 1 December 2009 (after trading hours), the Company (as purchaser) entered into the Sale and Purchase Agreement with the Vendor (as seller) and Mr. Wang (as Vendor's guarantor), pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares and the Sale Loan, at a total consideration of HK\$1,200 million.

On 9 December 2009, the Company, the Vendor and Mr. Wang further entered into the Supplemental Sale and Purchase Agreement to amend certain terms of the Sale and Purchase Agreement.

Mr. Wang has joined as a party to the Agreements to guarantee the Vendor's obligations under the Agreements.

## **THE AGREEMENTS**

Set out below are the principal terms of the Agreements:

### **Date:**

The Sale and Purchase Agreement was entered into on 1 December 2009 (after trading hours) and the Supplemental Sale and Purchase Agreement was entered into on 9 December 2009.

### **Parties involved:**

#### **Purchaser**

The Company

#### **Vendor**

Cosmos Castle Management Limited, being the sole shareholder of the Australian Company, is an investment holding company incorporated in the British Virgin Islands with limited liability. As at the date of the Sale and Purchase Agreement, the Vendor is legally and beneficially owned by seven corporate shareholders.

The Vendor was introduced to the Company by Mr. Wang, being one of the ultimate beneficial owners of the Vendor and an acquaintance of Mr. Yip Chung Wai David, an executive Director.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Vendor, its ultimate beneficial owners and their respective associates are (i) Independent Third Parties; and (ii) not a party acting in concert (as defined under the Takeovers Code) with any substantial shareholders of the Company.

In addition, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, (i) each of the Vendor, its ultimate beneficial owners and their respective associates do not hold any Shares or other convertible securities in the Company as at the date of the Sale and Purchase Agreement; and (ii) there were no previous transactions or business relationship between the Company and each of the Vendor, its ultimate beneficial owners and their respective associates which would result in aggregation under Rule 14.22 of the Listing Rules.

**Vendor's guarantor**

Mr. Wang

In consideration of the Company agreeing to enter into the Sale and Purchase Agreement, Mr. Wang has agreed to guarantee the Vendor's obligations under the Sale and Purchase Agreement.

**Assets to be acquired:**

Pursuant to the Sale and Purchase Agreement, the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares and the Sale Loan free from all encumbrances at the Consideration. The Sale Shares represent the entire issued share capital of the Australian Company, which in turn holds 80% of the registered capital of the Mining Company. The shareholding structure of the Target Group is included under the section headed "Shareholding Charts" of this announcement.

The principal assets of the Target Group are the Mining License and the Exploration Permit held by the Mining Company. As confirmed by the Vendor, the Sale Loan amounted to approximately US\$47,461,725.00 as at the date of the Sale and Purchase Agreement. For further information of the Target Group, please refer to the section headed "Information on the Target Group" below.

**The Consideration:**

The Consideration of HK\$1,200 million shall be settled in the following manner on the Completion Date:

- (i) as to HK\$304,808,800 by the allotment and issue of the Consideration Shares at the Issue Price of HK\$0.4 per Consideration Share to the Vendor and/or its nominees (as the Vendor may direct) by the Company; and

- (ii) as to HK\$895,191,200 by the issue of the Convertible Bonds in the principal amount of HK\$895,191,200 at the initial Conversion Price of HK\$0.4 per Conversion Share to the Vendor and/or its nominees (as the Vendor may direct) by the Company.

**Basis of the Consideration:**

The Consideration was determined between the Company and the Vendor after arm's length negotiations, taking into account the followings:

- (i) the preliminary Valuation of the Mines (for the avoidance of doubt, such preliminary Valuation excludes the exploration activity conducted at the Uncovered Area (as being defined below)) of no less than HK\$1,500,000,000 as at 30 November 2009 by the Valuer, as set out in the draft Valuation Report; and
- (ii) the latest market statistics and prospects of the gold mining industry.

The parties to the Sale and Purchase Agreement acknowledged that the Exploration Area covers not only the Mines (such area not being the Mines is referred to as “**Uncovered Area**” in this announcement) and all reserves of gold and/or other mineral resources in the Uncovered Area and all interests therein and benefits thereof shall belong, subject to all applicable laws and regulations, to the Mining Company solely and any subsequent discovery of other reserves at the Uncovered Area shall not in any event result in any revision to the Consideration.

Given the uncertainty of proven reserves at the Uncovered Area and that the Mining Company has not yet obtained a mining license for the Uncovered Area, the Valuation of the Mines would be based on the mining activity conducted at the Mines only, and the Consideration, which was determined with reference to the preliminary Valuation of the Mines, has not taken into account the exploration activity conducted at the Uncovered Area.

According to the draft Valuation Report, the Valuer has applied the market approach for the purpose of valuation of the Mines. Under the market approach, a list of gold mines comparable transactions and a list of listed comparable companies mainly engaged in gold mine explorations were selected. The Valuer considered that those comparable transactions and comparable companies are fair and representative samples. The Valuer confirmed that the market approach referring to historical acquisitions of similar assets or the financial performance of comparable listed companies is one of the common valuation multiples for the purpose of valuation of gold mines.

The preliminary Valuation of the Mines is subject to further in-depth due diligence to be conducted by the Valuer and therefore the preliminary Valuation of the Mines may or may not be equivalent to the final Valuation of the Mines. The Valuation Report, including details of the assumptions, basis and methodology of the Valuation of the Mines, shall be included in the circular of the Company regarding the Acquisition to be despatched to the Shareholders as soon as practicable.

Based on the draft Valuation Report, the preliminary valuation on the fair value of the Mines was no less than HK\$1,500,000,000 as at 30 November 2009. The Consideration is hence at least equivalent or represent a discount to “80% of the preliminary Valuation of the Mines”, being the effective interest of the Company in the Mining Company upon Completion.

The Directors and the Valuer confirmed that the preliminary Valuation of the Mines does not constitute a profit forecast under Rules 14.61 and 14.62 of the Listing Rules.

Having considered (i) that the Acquisition will provide an opportunity for the Group to gain access to the gold mining industry with an aim of broadening the income base of the Group, and thereby enhancing the Group’s future financial performance and profitability; (ii) the latest market statistics and future prospects of the gold mining industry as set forth in the latter section of this announcement; (iii) that the Consideration is at least equivalent or represent a discount to “80% of the preliminary Valuation of the Mines”; and (iv) that the Consideration will be entirely satisfied by the issue of the Consideration Shares and the Convertible Bonds, and there is no immediate cash outflow by the Company to finance the Acquisition, the Board considers that the Consideration is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

**Conditions precedent:**

Completion of the Sale and Purchase Agreement (which has been varied and supplemented by the Supplemental Sale and Purchase Agreement) is conditional upon the following conditions being fulfilled or waived:

- (a) the receipt by the Company of a legal opinion on the PRC laws in respect of the state and affairs of the Mining Company (in such form and substance to its satisfaction and at the Company’s own costs and expenses);
- (b) the Listing Committee of the Stock Exchange having granted or having agreed to grant the listing of, and permission to deal in, the Consideration Shares and the Conversion Shares;
- (c) the approval by the Shareholders (or, if so required by the Listing Rules, the independent Shareholders) at the EGM of (i) the Sale and Purchase Agreement and the transactions contemplated therein, (ii) the allotment and issue of the Consideration Shares; and (iii) the creation and issue of the Convertible Bonds and the allotment and issue of the Conversion Shares pursuant to the exercise of the conversion rights attaching to the Convertible Bonds;
- (d) (if required) all requisite waivers, consents and approvals from any relevant governments or regulatory authorities or other relevant third parties in connection with the transactions contemplated under the Sale and Purchase Agreement having been obtained;

- (e) the Company being reasonably satisfied with the results of the due diligence exercise (whether legal, accounting, relating to the exploration and/or exploration of extractable ore reserves of gold, financial operational or other aspects that the Company considers important) on the Target Group, the Mines and their related business assets, liability, activities, operations, prospects and other status which the Company, its agents of professional advisers consider necessary and appropriate to conduct;
- (f) from the date of the Sale and Purchase Agreement and at any time before the Completion, that the representations, warranties and undertakings given under the Sale and Purchase Agreement remain true, accurate and not misleading in any material respect and that no events have occurred that would result in any material breach of any warranties or other provisions of the Sale and Purchase Agreement;
- (g) the receipt by the Company of a confirmation by the Vendor confirming that, from the date of the Sale and Purchase Agreement, there is any material adverse change in respect of any member of the Target Group;
- (h) the Company having obtained a reserve report to be issued by a technical adviser at the Company's own costs and expenses showing that the Mines have a total remained reserve of gold as at July 2009 of not less than 34.4 tonnes, such reserve report shall be in form and substance satisfactory to the Company and the bases and assumptions on which such reserve report is prepared shall be in all respects acceptable to the Company;
- (i) the receipt by the Company of a legal opinion on the Australian laws (in such form and substance to its satisfaction and at the Company's own costs and expenses) covering, among other things, the due incorporation and valid existence of the Australian Company and the transferability of the Sale Shares and the Sale Loan;
- (j) the receipt by the Company of the disclosure letter from the Vendor in such substance and form to the satisfaction of the Company;
- (k) the Vendor and parties acting in concert with it will not be required under the Takeovers Code to make any offer for securities of the Company as a result of the completion of the transactions under the Sale and Purchase Agreement; and
- (l) the renewal of the term of the Mining License.

The Company may at its absolute discretion at any time waive in writing any of the conditions (other than conditions (b), (c), (d), (k) and (l)) (to the extent it is capable of being waived) and such waiver may be made subject to such terms and conditions as are determined by the Company. If the conditions are not fulfilled or waived on or before the 31 May 2010, the Sale and Purchase Agreement shall lapse and be of no further effect and no party to the Sale and Purchase Agreement shall have any claim against or liability to the other parties.



For the purpose of condition precedent (e) above, the reason(s) for not being satisfied with the results of the due diligence exercise by the Company shall only be an unsatisfactory result of the due diligence exercises in a material respect. In this respect, “material respect” means that in the opinion of the Company, the results are so material and continuing that they have the effect of substantially affecting the Company’s enjoyment of the benefits under the Sale and Purchase Agreement and they cannot be remedied or compensated by the Vendor in any extent before or after the Completion.

**Completion:**

Completion shall take place on the third Business Day after the fulfillment or waiver of all conditions stated above.

The Company has no present intention to change the composition of the Board upon Completion and the Directors confirmed that the Company does not intend to appoint the ultimate beneficial owners of the Vendor and/or his/her associates as Director(s) as a result of the Acquisition.

**The Consideration Shares:**

Pursuant to the Sale and Purchase Agreement, HK\$304,808,800 out of the Consideration is to be satisfied by the allotment and issue of the Consideration Shares at the Issue Price of HK\$0.4 by the Company to the Vendor and/or its nominees (as the Vendor may direct) upon Completion.

The Issue Price was arrived at after arm’s length negotiations between the Company and the Vendor, after taking into account of the prevailing market price of the Shares and the recent condition of the financial market in Hong Kong.

The Issue Price represents:

- (i) a discount of approximately 19.19% to the closing price of HK\$0.495 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 12.09% to the average of the closing prices of approximately HK\$0.455 per Share for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 3.85% to the average of the closing prices of approximately HK\$0.416 per Share for the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a discount of approximately 65.87% to the consolidated net asset value of the Group of approximately HK\$1.172 per Share as at 30 June 2009 (based on the unaudited consolidated net asset value of the Group of approximately HK\$2,678,076,000 as at 30 June 2009 and 2,284,670,189 issued Shares as at the date of this announcement.



The Consideration Shares represents (i) approximately 33.35% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 25.01% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares; (iii) approximately 14.42% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares and the issue of the Conversion Shares upon full conversion of the Convertible Bonds at the initial Conversion Price.

The Consideration Shares shall rank pari passu in all respects with the Shares in issue on the date of allotment and issuance including the rights to all dividends, distributions and other payments made or to be made for which the record date falls or after the date of such allotment and issuance.

Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares. The Consideration Shares shall be allotted and issued under a specific mandate to be obtained at the EGM. There is no restriction on subsequent sale of the Consideration Shares.

**The Convertible Bonds:**

Pursuant to the Sale and Purchase Agreement, HK\$895,191,200 out of the Consideration is to be satisfied by the issue of the Convertible Bonds at the initial Conversion Price of HK0.4 per Conversion Share by the Company to the Vendor and/or its nominees (as the Vendor may direct).

The principal terms of the Convertible Bonds are summarised as follows:

*Issuer*

The Company

*Bondholder(s)*

The Vendor (and/or its nominees (as the Vendor may direct))

*Principal amount*

HK\$895,191,200

*Maturity date*

The date falling three years after the issue date of the Convertible Bonds or, if that is not a Business Day, the first Business Day thereafter.

*Interest*

Nil

### *Transferability*

The Convertible Bonds will be freely transferable or assigned (in integral multiple of HK\$1,000,000 or such lesser amount representing the entire outstanding principal amount of the Convertible Bonds). Any transfer of the Convertible Bonds to any connected person of the Company shall be subject to the applicable requirements that the Stock Exchange may impose from time to time, if any.

### *Voting rights*

The Bondholder(s) is/are not entitled to attend or vote at any meetings of the Company by reason of it/them only being a Bondholder.

### *Conversion rights*

The Bondholder(s) has/have the right to convert the whole or part of the outstanding principal amount of the Convertible Bonds (in the amount of HK\$1,000,000 or integral multiples thereof) at any time during the period commencing from the day immediately following the date of issuance of the Convertible Bonds up to 4:00 p.m. on the maturity date, provided that the Convertible Bonds may not be converted, to the extent if such conversion would result in (i) the Company's non-compliance with the minimum public shareholding requirement stipulated under Rule 8.08 of the Listing Rules (the “**Public Float Requirement**”); or (ii) such Bondholder and parties acting in concert with it, taken together, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code regardless of whether a waiver has been granted by the SFC on the obligation of a mandatory general offer under the Takeovers Code. The obligation of the Bondholder(s) under (i) will be subject to (a) the Company's delivery of evidence to the satisfaction of the relevant Bondholder in respect of the Company's non-compliance with the Public Float Requirement as a result of the intended conversion; and (b) the Company's undertaking to take immediate and appropriate steps and measures to comply with the Public Float Requirement.

### *Conversion Price*

The initial Conversion Price of HK\$0.4 per Conversion Share (subject to adjustments as detailed below) represents:

- (i) a discount of approximately 19.19% to the closing price of HK\$0.495 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 12.09% to the average of the closing prices of approximately HK\$0.455 per Share for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 3.85% to the average of the closing prices of approximately HK\$0.416 per Share for the last ten consecutive trading days up to and including the Last Trading Day; and

- (iv) a discount of approximately 65.87% to the consolidated net asset value of the Group of approximately HK\$1.172 per Share as at 30 June 2009 (based on the unaudited consolidated net asset value of the Group of approximately HK\$2,678,076,000 as at 30 June 2009 and 2,284,670,189 issued Shares as at the date of this announcement).

The Directors confirmed that the Conversion Price was arrived at after arm's length negotiations between the Company and the Vendor, after taking into account the prevailing market price of the Shares and the recent condition of the financial market in Hong Kong.

The initial Conversion Price of HK\$0.4 per Conversion Share is subject to adjustments in each of the following cases (detailed provisions are set out in the terms and conditions of the instrument constituting the Convertible Bonds):

- (a) an alteration to the nominal value of the Shares as a result of consolidation or subdivision;
- (b) an issue by the Company of any Shares to the Shareholders by way of (i) capitalisation of profits or reserves or (ii) a scrip dividend;
- (c) a capital distribution (whether on a reduction of capital or otherwise) by the Company to the Shareholders;
- (d) a rights issue of Shares or options or warrants to subscribe for new Shares to all or substantially all Shareholders at a subscription price which is less than 90% of the market price;
- (e) a rights issue of other securities to subscribe for any Shares to all or substantially all Shareholders (other than Shares or options, warrants or other rights to subscribe for or purchase Shares);
- (f) an issue wholly for cash of any Shares, or issue or grant any options, warrants or other rights to subscribe for or purchase any Shares, at a price per Share which is less than 90% of the market price per Share;
- (g) an issue wholly for cash of any securities which by their terms of issue carry rights of conversion into, or exchange or subscription for, the Shares, and the consideration per Share receivable by the Company in respect of such conversion, exchange or subscription is less than 90% of the market price per Share; or
- (h) any modification of the rights of conversion, exchange, subscription or redesignation attaching to any such securities as mentioned above so that following such modification the consideration per Share receivable by the Company in respect of such conversion, exchange, subscription or redesignation is less than 90% of the market price.

### *Redemption*

Upon the occurrence of an event of default, the Bondholder(s) may, unless such event of default has been waived in writing by it, by notice in writing require the Company to redeem the whole (but not part) of the outstanding principal amount of the Convertible Bonds at the redemption amount which is equivalent to the principal amount of the Convertible Bonds.

### *Mandatory conversion*

Any Convertible Bond which remains outstanding by 4:00 p.m. on the maturity date shall be automatically converted into Conversion Shares upon maturity date at the then prevailing conversion price.

For the avoidance of doubt, there shall not be any mandatory conversion of the Convertible Bonds on the maturity date, if such conversion would result in (i) the Company's non-compliance with the Public Float Requirement; or (ii) such Bondholder and parties acting in concert with it, taken together, will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code regardless of whether a waiver has been granted by the SFC on the obligation of a mandatory general offer under the Takeovers Code (provided that the obligation of the Bondholder(s) under (i) will be subject to (a) the Company's delivery of evidence to the satisfaction of the relevant Bondholder in respect of the Company's non-compliance with the Public Float Requirement as a result of the intended conversion; and (b) the Company's undertaking to take immediate and appropriate steps and measures to comply with the Public Float Requirement) and in such event, the balance of the Convertible Bonds not converted into the Conversion Shares will be redeemed by the Company at a redemption amount equals to the principal amount of the Convertible Bonds.

### *Ranking of the Conversion Shares*

The Conversion Shares shall rank *pari passu* in all respects with the Shares in issue on the date of issuance and allotment of such Shares.

### *Application for listing*

Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in the Conversion Shares to be allotted and issued upon conversion of the Convertible Bonds. The Conversion Shares shall be allotted and issued under a specific mandate to be obtained at the EGM.

### *Conversion Shares*

Assuming full conversion of all the Convertible Bonds at the initial Conversion Price, a maximum of 2,237,978,000 Conversion Shares will be issued, representing (i) approximately 97.96% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 73.46% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares; (iii) approximately 42.35% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares and the issue of the Conversion Shares upon full conversion of the Convertible Bonds at the initial Conversion Price.

**Undertakings by the Company**

Under the Sale and Purchase Agreement, the Company has undertaken not to (or enter into any agreement or arrangement relating to), save for having first obtained the prior written consent of the Vendor (which consent shall not be unreasonably delayed or withheld), issue further shares, bonds, notes and other securities prior to the Completion. The aforesaid restriction shall not apply to:

- (i) any issue of shares, bonds, notes and other securities of the Company as contemplated under the Sale and Purchase Agreement;
- (ii) any grant of share options pursuant to the share option scheme adopted by the Company pursuant to Chapter 17 of the Listing Rules;
- (iii) any issue of new Shares pursuant to the exercise of share options granted or to be granted by the Company pursuant to the share option scheme adopted by the Company pursuant to Chapter 17 of the Listing Rules;
- (iv) any issue of new Shares pursuant to the conversion of the Previous Bonds (as defined below); and
- (v) any issue of shares, bonds, notes and other securities pursuant to any pre-existing obligations of the Company.

**INFORMATION ON THE TARGET GROUP****The Australian Company**

The Australian Company is an investment holding company incorporated in Australia on 26 November 2003 with limited liability and is a wholly-owned subsidiary of the Vendor. The principal asset of the Australian Company is its 80% equity interest in the Mining Company.

**The Mining Company**

The Mining Company is a sino-foreign joint venture corporation enterprise established in the PRC on 6 July 2005 with limited liability. The Mining Company is owned as to 80% by the Australian Company and 20% by Brigade 407, an Independent Third Party. The principal assets of the Mining Company are the Mining License and the Exploration Permit while its principal activities are the exploration, mining, extraction, production, sale, processing, import and export of precious metals, such as gold.

**The Target Group**

Upon Completion, the Company will be effectively interested in (i) 100% equity interest in the Australian Company; and (ii) 80% equity interest in the Mining Company. As a result, the Mining Company will become an indirect non wholly-owned subsidiary of the Company and the financial results of the Target Group will be fully consolidated into the financial statements of the Group upon Completion.

## Financial information of the Target Group

### *Financial information on the Target Group*

Set out below is a summary of the unaudited consolidated financial information on the Australian Company (of which the accounts of the Mining Company have been consolidated) for the two years ended 30 June 2009 prepared in accordance with the International Financial Reporting Standards:

	<b>For the year ended 30 June 2008</b>	<b>For the year ended 30 June 2009</b>
<b>Consolidated Income Statement</b>	<i>AUD</i>	<i>AUD</i>
Revenue	731,918	1,454,909
Net loss before taxation	(2,439,578)	(5,193,541)
Net loss after taxation	(2,439,578)	(5,193,541)

	<b>As at 30 June 2008</b>	<b>As at 30 June 2009</b>
<b>Consolidated Balance Sheet</b>	<i>AUD</i>	<i>AUD</i>
Total assets	37,391,528	48,865,278
Total liabilities	(40,787,280)	(50,731,130)
Net liabilities	(3,395,752)	(1,865,852)

From the unaudited management accounts of the Target Group for the year ended 30 June 2009, the Directors noted that the losses recorded by the Target Group for the two years ended 30 June 2009 were mainly due to the high cost of exploration and substantial staff costs. As being stated in the section below headed “The Mines”, the current business operation and scale of production of the Mining Company supports daily processing of about 250 tonnes of ore. The Company will aim at enlarging the scale of production of the Mining Company after Completion and it will also review the existing operations of the Target Group from time to time to turnaround the existing loss making position of the Target Group. With the above being the case, together with the positive outlook of the gold mining industry, the Directors are optimistic about the prospects of the Target Group even though it recorded losses for the two years ended 30 June 2009.

## CAPITAL REQUIREMENTS OF THE MINING COMPANY

After Completion, the Company targets to enlarge the production capacity of the Mining Company although no concrete plan has been formulated at this stage yet.

The Company shall also disclose further details of the future development plan of the Mining Company (including the estimated funding requirement for the Mining Company) in the circular regarding the Acquisition to be despatched to the Shareholders as soon as practicable.

## THE MINES

The Mines are located at Guangzhuang Township, Yuanling County, Hunan Province, the PRC with an aggregate exploitation area of approximately 6.3126 km<sup>2</sup>. As extracted from the Technical Report, the Mines are divided into east section (Zhengjiashan mine, Xianglu mine, Jinzhuwan mine and Jiufa mine) and west section (Shenjiaya mine, Xiaochongzi mine, Baomuyuan mine and Deseng mine). As confirmed with the Vendor, the exploration activity at the Mines was completed and the Mines are currently at the exploitation and production stage.

As also represented by the Vendor, the current business operation and scale of production of the Mining Company supports daily processing of about 250 tonnes of ore. After Completion, it is the target of the Company to enlarge the production capacity of the Mining Company although no concrete plan has been formulated at this stage yet.

## THE MINING LICENSE AND THE EXPLORATION PERMIT

Details of the Mining License and the Exploration Permit are summarised as below:

<b>License number</b>	<b>Holder of the license</b>	<b>Mining area (km<sup>2</sup>)</b>	<b>Expiry date</b>
4300000820405	The Mining Company	6.3126	January 2010
<b>Permit number</b>	<b>Holder of the permit</b>	<b>Exploration area (km<sup>2</sup>)</b>	<b>Expiry date</b>
T43120080902014497	The Mining Company	19.75	7 September 2011

The Company has appointed the PRC legal advisers to carry out legal due diligence on, among other things, the Target Group, the Mining License and the Exploration Permit. Pursuant to the PRC laws, rules and regulations, the Mining Company shall apply for the renewal of the Mining License at the relevant registration authority 30 days before the expiry date of the Mining License. At present, the Company's PRC legal advisers are of the view that there is no foreseeable legal obstacle for the Mining Company to renew the Mining License upon its expiration.

Regarding the duration of validity of the Mining License, the PRC legal advisers further advised that there is no existing stipulations under the PRC laws which govern such duration. Nevertheless, the duration of the Mining License is dependent on the operation scale of the Mining Company and is subject to the discretion of the relevant PRC authorities.



As for the Exploration Permit, in light of the uncertainty of proven reserves at the Uncovered Area and that the Mining Company has not yet obtained a mining license for the Uncovered Area, it is the present intention of the Directors not to continue with the existing exploration activity conducted at the Uncovered Area and not to apply for the relevant mining license(s) for the Uncovered Area. After Completion, the Mining Company will only focus on the mining activity conducted at the Mines.

## THE TECHNICAL REPORT

According to the Technical Report issued by Technical Adviser in September 2009, the identified reserves of the Mines (based on the JORC Code) are as follows:

Category	Million tonnes	Average Grade (gram/tonne)	Gold Contained (tonne)
<b>Indicated</b>	<b>0.217</b>	<b>13.36</b>	<b>2.9</b>
Total inferred resources	5.5	10.73	59
Inferred (mined)	-2.563	10.73	-27.5
Inferred (remained)	2.937	10.73	31.5
<b>Total resources</b>	<b>3.154</b>	<b>10.91</b>	<b>34.4</b>

According to the Valuer and under the JORC Code, an ‘inferred mineral resource’ is that part of a mineral resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. An “inferred mineral resource” is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability. Whereas for an ‘indicated mineral resource’, the Valuer advised that under the JORC Code, it is that part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence, and is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. Such locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.

Based on the internet website of the Technical Adviser at [www.srk.com](http://www.srk.com), the Technical Adviser is an independent international consulting practice which provides focused advice and solutions to clients, mainly from earth and water resource industries. For mining projects, the Technical Adviser offers services from exploration through feasibility, mine planning, and production to mine closure. Most of the clients of the Technical Adviser are the world’s major and medium-sized metal and industrial mineral mining houses, exploration companies, banks, petroleum exploration companies, construction firms and government departments.

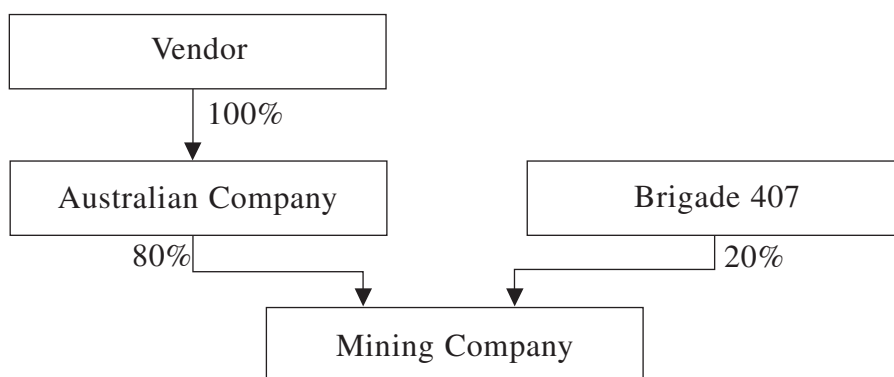
With reference to the Technical Report, Dr. Anson Xu is the team leader of the Technical Adviser's project team. Dr. Anson Xu is a principal geologist with a specialty of exploration of mineral deposits and has more than 20 years experience in exploration and development of various types of mineral deposits. He has recently completed several due diligence jobs for clients in the PRC, including gold, silver, lead-zinc, iron, bauxite, and copper projects, and several technical review projects, as well as the technical reports required for initial public offerings on the Stock Exchange.

The Valuer confirmed that they are satisfied with the qualification of the Technical Adviser and the preliminary Valuation of the Mines was estimated based on the Technical Report.

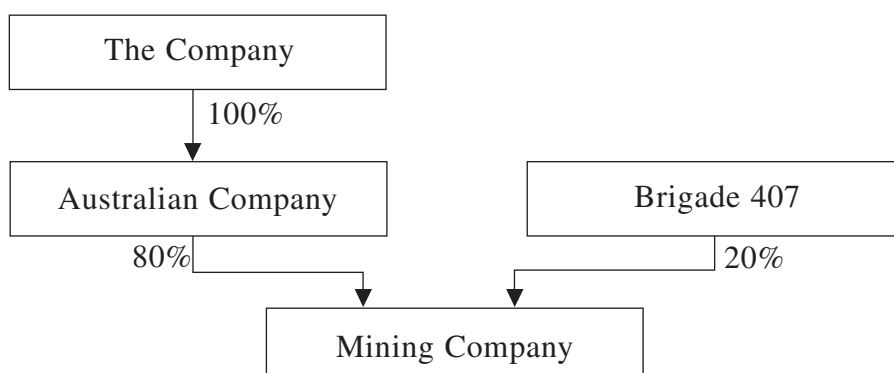
### SHAREHOLDING CHARTS

The following charts show (i) the shareholding structure of the Target Group as at the date of this announcement; and (ii) the shareholding structure of the Enlarged Group immediately upon Completion:

*Simplified shareholding structure as at the date of this announcement*



*Simplified shareholding structure immediately after Completion*



## **REASONS FOR THE ACQUISITION**

The principal activities of the Group are the manufacturing and sale of household products, industrial products, cosmetics and skincare products and biotechnology products with medical and cosmetic applications, retailing of cosmetics and provision of beauty treatment services, provision of loan financing services and investment and/or trading in marketable securities, bonds, foreign currencies, various funds and other income generated fixed assets' portfolios.

The Directors consider that it is beneficial for the Group to seek suitable investment opportunities from time to time to diversify its existing business portfolio and to broaden its source of income. In light of the increase in gold prices over the past years and the continual depreciation of the US dollars, the Directors are optimistic about the outlook of the gold metal. The Directors consider that the Acquisition will provide an opportunity for the Group to gain access to the gold mining industry with an aim to broaden the income base of the Group, and thereby enhancing the Group's future financial performance and profitability. It is also the intention of the Company to continue with its existing businesses depending on the then business environment and prospects.

Nevertheless, the Directors consider that the Enlarged Group may be posed with certain inevitable risks due to the Acquisition (details of which are set out under the section headed "Risk factors" below). Having balanced the risks associated with the Acquisition and the prospects of the Mining Company, the Board is of the view that the terms of the Agreements are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

## CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is a summary of the shareholdings in the Company (i) as at the date of this announcement; (ii) immediately after the allotment and issue of the Consideration Shares; (iii) immediately after the allotment and issue of the Consideration Shares and the issue of the Conversion Shares upon full conversion of the Convertible Bonds at the initial Conversion Price; and (iv) immediately after the issue of the Consideration Shares and the Conversion Shares upon conversion of the Convertible Bonds, subject to the conversion restrictions under the terms of the Convertible Bonds:

Shareholders	As at the date of this announcement		After the allotment and issue of the Consideration Shares		After the issue of the Consideration Shares and the maximum number of Conversion Shares upon full conversion of the Convertible Bonds at the initial Conversion Price		After the issue of the Consideration Shares and the Conversion Shares upon conversion of the Convertible Bonds, while the Vendor does not hold more than 29.90% of the issued share capital of the Company (Note 1)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Double Chance Investment Limited	569,046,976	24.91	569,046,976	18.68	569,046,976	10.77	569,046,976	17.46
The Vendor (and/or its nominee(s))	–	–	762,022,000	25.01	3,000,000,000	56.77	974,488,426	29.90
Public Shareholders	1,715,623,213	75.09	1,715,623,213	56.31	1,715,623,213	32.46	1,715,623,213	52.64
<b>Total</b>	<b>2,284,670,189</b>	<b>100.00</b>	<b>3,046,692,189</b>	<b>100.00</b>	<b>5,284,670,189</b>	<b>100.00</b>	<b>3,259,158,615</b>	<b>100.00</b>

### Notes:

- The shareholding structure is shown for illustration purpose only and may not be exclusive. Pursuant to the conversion restrictions under the terms of the Convertible Bonds, the Bondholder(s) shall have the right to convert the Convertible Bonds into Conversion Shares provided that the Convertible Bonds may not be converted if such conversion would result in (i) the Company's non-compliance with the Public Float Requirement; or (ii) such Bondholder and parties acting in concert with it, taken together, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code regardless of whether a waiver has been granted by the SFC on the obligation of a mandatory general offer under the Takeovers Code.

2. As at the date of this announcement, the Company has (i) convertible bonds with an aggregate outstanding principal amount of HK\$121 million with conversion price of HK\$0.36 each, being convertible into a maximum of 336,111,111 new Shares (the “**Previous Bonds**”); and (ii) 10,000,985 outstanding share options granted under the share option scheme of the Company, carrying rights to subscribe for 10,000,985 Shares. Save for the aforesaid Previous Bonds and share options, the Company does not have any outstanding derivatives or securities convertible into Shares as at the date of this announcement. The shareholding structure shown in the above table has assumed no exercise of the Previous Bonds and such share options.

Under the terms and conditions of the Sale and Purchase Agreement and the terms of the Convertible Bonds as mentioned above, there will not be a change in control of the Company as a result of the Acquisition.

The Company shall comply with the public float requirements, being not less than 25% of the total issued share capital of the Company under Rule 8.08 of the Listing Rules, at all times and take appropriate steps/measures to ensure sufficient public float of the Shares (if necessary).

#### **DILUTION EFFECT OF THE SHAREHOLDERS**

The Company is required to make disclosure relating to change in its issued share capital (including any conversion of the Convertible Bonds) in the Next Day Disclosure Return(s) and Monthly Return(s) in compliance with Rules 13.25A and 13.25B of the Listing Rules as and when required.

#### **RISK FACTORS**

Set out below are the risk factors which may be associated with the Acquisition:

##### *Fluctuation in the price and demand of gold*

The price of gold in the PRC is easily influenced by the price of gold in the international market. The Directors consider that there are many factors which may influence the price and demand of gold in the international market, including but not limited to the stability of the international economic situation and the fluctuation of the global political and social condition, which are beyond the control of the Enlarged Group. There is a possibility that the prices of commodities may fall to lower levels and the future price movement of gold (whether upward or downward) are unpredictable as at this moment.

##### *Uncertainties in gold exploitation*

The amount of gold reserves in the Mines may be varied from the estimation by the Technical Adviser and there is no assurance that the exploitation work to be performed by the Enlarged Group can lead to discovery of economically feasible reserves.

#### *The PRC government regulations on the gold industry*

The gold mining industry is subject to various government policies and regulations, including but not limited to, exploitation, development, production, taxation, labour standards, vocational health and safety, waste treatment, environment monitoring, protection and control, operation management and other problems. Any changes to those policies may increase the operating costs of the Mining Company and hence, adversely affect the operating results of the Enlarged Group.

#### *Validity of the Mining License*

Despite the fact that the Mining Company has obtained the Mining License for conducting mining activity at the Mines during the licensed period, the Mining License is subject to renewal and the Mining Company may not be able to renew or extend its mining rights. In the event that the Mining Company fails to renew the Mining License upon expiration, the operation and financial performance of the Enlarged Group will be adversely affected.

#### *The Valuation*

The Valuation involves various assumptions and therefore the Valuation may or may not effectively reflect the true fair value of the Mines.

#### *New business for the Group*

The Acquisition constitutes an investment in a new business sector to the Group and the Enlarged Group may not be able to control the related operational risks of this new business. In this regard, the Enlarged Group will establish an experienced management team to oversee the operations of the Mining Company. In addition, the Directors shall review the qualification and capabilities of the existing management of the Mining Company and shall re-appoint the existing management of the Mining Company or appoint additional expertise as and when necessary to continue with the normal operations of the Mining Company, the Directors therefore expect that the Enlarged Group shall have sufficient expertise for the management and operation of the Mining Company after Completion.

#### *Significant and continuous capital investment*

The mining business requires significant and continuous capital investment. Natural resources production projects may not be completed as planned or scheduled, may exceed the original budgets and may not achieve the intended economic results or commercial viability. Thus, the actual capital investment for operation and development of the Mining Company may significantly exceed the Enlarged Group's budgets because of factors beyond the Enlarged Group's control.

#### *Conclusion*

The Acquisition will increase the level of risk exposure of the Enlarged Group. Shareholders should be aware of the aforementioned risk factors, which may not be exhaustive, when considering the Acquisition.

## **IMPLICATION UNDER THE LISTING RULES**

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition are more than 100%, the Acquisition constitutes a very substantial acquisition for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under the Listing Rules.

The EGM will be held to consider and, if thought fit, pass the ordinary resolution(s) to approve the Agreements and the transactions contemplated thereunder. As no Shareholder has material interest in the Agreements, no Shareholder is required to abstain from voting at the EGM in respect of the Agreements and the transactions contemplated thereunder.

## **GENERAL**

A circular containing, among other things, (i) details of the Acquisition; (ii) a notice of EGM; and (iii) other information as required under the Listing Rules, will be despatched to the Shareholders as soon as practicable.

**As completion of the Acquisition is subject to the fulfillment of a number of conditions precedent, the Acquisition may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

## **SUSPENSION AND RESUMPTION OF TRADING IN SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 2 December 2009 pending the publication of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 10 December 2009.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, capitalised terms used shall have the following meanings:

“Acquisition”	the possible acquisition of the Sale Shares and the Sale Loan by the Company from the Vendor pursuant to the terms and conditions set out in the Agreements
“Agreements”	the Sale and Purchase Agreement and the Supplemental Sale and Purchase Agreement
“associate(s)”	shall have the meaning as ascribed to it under the Listing Rules
“AUD”	Australian dollar(s), the lawful currency of Australia



“Australian Company”	Westralian Resources Pty. Ltd., an investment holding company incorporated in Australia on 26 November 2003 with limited liability
“Board”	the board of Directors
“Bondholder(s)”	holder(s) of the Convertible Bonds
“Brigade 407”	Brigade 407 of Natural Resources Geology and Exploration Development Bureau of Hunan Province (湖南省地質礦產勘查開發局407隊*)
“Business Day(s)”	a day (excluding Saturday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business
“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”	the completion of the sale and purchase of the Sale Shares and the assignment of the Sale Loan
“Completion Date”	the date on which Completion takes place in accordance with the Sale and Purchase Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules and the word “connected” shall be construed accordingly
“Consideration”	the consideration of HK\$1,200 million payable by the Company to the Vendor for the Acquisition pursuant to the Sale and Purchase Agreement
“Consideration Share(s)”	762,022,000 new Shares to be issued and allotted to the Vendor and/or its nominees (as the Vendor may direct), credited as fully paid at the Issue Price in accordance with the terms and conditions of the Sale and Purchase Agreement

“Conversion Price”	HK\$0.4 per Conversion Share, subject to adjustments in accordance with the terms and conditions of the Sale and Purchases Agreement and the terms of the Convertible Bonds
“Conversion Share(s)”	2,237,978,000 new Shares to be allotted and issued by the Company upon exercise of the conversion rights attached to all Convertible Bonds at the initial Conversion Price
“Convertible Bond(s)”	the convertible redeemable bonds in the principal amount of HK\$895,191,200 to be issued by the Company to the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Agreements and the transactions contemplated thereunder (including the allotment and issue of the Consideration Shares and the Conversion Shares and the issue of the Convertible Bonds)
“Enlarged Group”	the Group immediately after the Completion
“Exploration Area”	the exploration area of 19.75 km <sup>2</sup> as defined in the Exploration Permit, inclusive of the Mines and the Uncovered Area
“Exploration Permit”	the exploration permit held by the Mining Company for conducting the exploration activity at the Exploration Area
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) and their ultimate beneficial owner(s) which are independent of the Company and its connected persons

“Issue Price”	the issue price of HK\$0.4 per Consideration Share
“JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
“km <sup>2</sup> ”	square kilometer(s)
“Last Trading Day”	1 December 2009, being the last day on which the Shares were traded on the Stock Exchange prior to the suspension of trading in the Shares pending the publication of this announcement
“Listing Committee”	the listing sub-committee of the board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mines”	the gold mines located at Guangzhuang Township, Yuanling County, Hunan Province, the PRC which are subject to the Mining License
“Mining Company”	湖南西澳礦業有限公司 (Hunan Westralian Mining Co., Ltd.*), a sino-foreign joint venture corporation enterprise established in the PRC on 6 July 2005 with limited liability.
“Mining License”	the mining license held by the Mining Company for conducting the mining activity at the Mines
“Mr. Wang”	Mr. Wang Chun Lin (王春林)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement in relation to the Acquisition entered into among the Company, the Vendor and Mr. Wang on 1 December 2009 (which has been varied and supplemented by the Supplemental Sale and Purchase Agreement)

“Sale Loan”	all indebtedness, obligations and liabilities due, owing or incurred by the Australian Company to the Vendor as at the Completion Date, whether actual, contingent or deferred and irrespective whether or not the same is due and payable on Completion, which as at the date of the Sale and Purchase Agreement amounted to US\$47,461,725.00
“Sale Share(s)”	50,000 share(s) of AUD10,000.00 each in the issued share capital of the Australian Company, representing the entire issued share capital of the Australian Company as at the date of the Sale and Purchase Agreement
“SFC”	the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“substantial shareholders(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Supplemental Sale and Purchase Agreement”	the supplemental agreement to the Sale and Purchase Agreement dated 9 December 2009 entered into among the Company, the Vendor and Mr. Wang to vary and supplement certain terms of the Sale and Purchase Agreement
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases of the Securities and Futures Commission of Hong Kong
“Target Group”	the Australian Company and the Mining Company
“Technical Adviser”	SRK Consulting Engineers and Scientists, an independent technical adviser
“Technical Report”	a technical report on the Mining Area issued by the Technical Adviser in September 2009

“US\$”	US dollars, the lawful currency of the United States
“Valuation”	the preliminary valuation of the Mines of no less than HK\$1,500 million as at 30 November 2009
“Valuation Report”	the valuation report prepared by the Valuer regarding the preliminary Valuation of the Mines as at 30 November 2009
“Valuer”	BMI Appraisals Limited, an independent valuer
“Vendor”	Cosmos Castle Management Limited, being the vendor of the Acquisition under the Sale and Purchase Agreement
“%”	per cent.

By order of the Board  
**Global Green Tech Group Limited**  
**Yip Chung Wai, David**  
*Executive Director*

Hong Kong, 9 December 2009

*If there is any inconsistency between the Chinese names of the PRC entities mentioned in this announcement and their English translations, the Chinese names shall prevail.*

*As at the date of this announcement, the executive Directors are Mr. Yip Chung Wai David, Mr. Wong Hiu Tung and Mr. Jia Xuelei; and the independent non-executive Directors are Mr. Cheung Kwok Yu, Ms. Lin Ying and Mr. Li Yongxiang.*

*This announcement will remain on the “Latest Company Information” page of the website of the Stock Exchange and the website of the Company for at least 7 days from the date of its posting.*

\* *For identification purpose only*