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GREEN INTERNATIONAL HOLDINGS LIMITED
格林國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2700)

- 1) **PLACING OF BOND**
- AND
- 2) **COMPLETION OF PLACING OF BOND**

Placing Agent



Enhanced Securities Limited

PLACING OF BOND

On 28 June 2016, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent has agreed to act as the Company's placing agent, for the purposes of arranging a Placée to subscribe for the Bond of the principal amount of HK\$10,000,000.

COMPLETION OF PLACING OF BOND

The Board is pleased to announce that, on 28 June 2016, the Bond in the principal amount of HK\$10,000,000 has been placed, in accordance with the terms and conditions of the Placing Agreement, by the Placing Agent to Mr. Wang Jianguo, a third party independent of the Company and its connected persons.

THE PLACING AGREEMENT

Date: 28 June 2016

Issuer: The Company

Placing Agent: Enhanced Securities Limited

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Placee: The Bond will be placed to a Placee who is independent professional, institutional or other individual investor and who and whose ultimate beneficial owner is third party independent of the Company and its connected persons.

Principal Amount: HK\$10,000,000

Issue Price: 100% of the principal amount of the Bond

Placing Completion: Subject to the termination rights of the Placing Agent under the Placing Agreement, Placing Completion of the Bond shall take place within two business days from the date of the Placing Agreement (or on such other date as the Company and the Placing Agent may agree).

PRINCIPAL TERMS OF THE BOND

Principal Amount: HK\$10,000,000.

Denomination: In denomination of HK\$10,000,000.

Interest: 5% per annum calculated on the basis of the face value of the Bond. Interest is payable in arrears annually on each anniversary of the date of the issue of the Bond with the last interest payment being paid on the Maturity Date.

Maturity Date: The day falling on the seventh anniversary of the date of issue of the Bond (the "**Maturity Date**").

Early redemption: Neither the Bondholder may demand for early redemption of the Bond before the Maturity Date nor

shall the Company have the right to redeem the Bond before the Maturity Date.

Events of default: If any of the Events of Default occurs, a Bondholder may give notice to the Company that the Bond is immediately due and payable and, upon such notice being given to the Company, the Bond will immediately become due and repayable at their principal amount together with all interests accrued up to the date of such notice.

Status of the Bond: The Bond constitutes direct, unconditional, unsubordinated and unsecured obligations of the Company which will at all times rank pari passu among themselves and at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Company.

Transferability: The Bond is non-transferable.

Listing: No application will be made for the listing of the Bond.

REASONS FOR THE PLACING OF THE BOND AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and trading of recreational and educational toys and equipment, operation of clubhouse business and provision of beauty and wellness services.

Assuming the Bond is successfully placed, the principal amount of the Bond will be HK\$10,000,000. The net proceeds (after deducting the placing commission and other related costs and expenses from the Placing) will be utilised as general working capital and in expanding the existing or potential businesses. The Board considers that the Placing represents a suitable opportunity to strengthen the Group's financial position, the terms of the Placing Agreement and the Bond is on normal commercial terms and are fair and reasonable, and the Placing is in the best interests of the Company and the Shareholders as a whole.

COMPLETION OF PLAINING OF BOND

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DEFINITIONS

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

“Board”	the board of Directors
“Bond”	the unlisted 5% per annum coupon, unsecured and non-convertible bond due on the seventh anniversary from the date of issue, and in the principal amount of HK\$10,000,000 issued by the Company to the Bondholder pursuant to, with the benefit of and subject to the terms of the bond
“Bondholder”	the holder of the Bond
“business day(s)”	means a day (other than a Saturday, Sunday and Public Holiday) or which licensed bank are open for business in Hong Kong
“Company”	Green International Holdings 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
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Event(s) of Default”	the events of default as described in the terms and conditions of the Bond
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee”	any professional, institutional or individual investor (as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong and any rules made thereunder)) procured by the Placing Agent to subscribe for any of the Bond pursuant to the Placing Agreement
“Placing”	the placing of the Bond by the Placing Agent pursuant to

	the terms of the Placing Agreement
“Placing Agent”	Enhanced Securities Limited, a licensed corporation within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 28 June 2016 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Completion”	the completion of the Placing
“Share(s)”	share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Green International Holdings Limited
Yang Wang Jian
Chairman

Hong Kong, 28 June 2016

As at the date of this announcement, the executive Directors are Dr. Yang Wang Jian, Mr. Wong Man Keung, Ms. Yang Jun, Mr. Chen Hanhong, Ms. Yang Ya, Dr. Yu Qigang and Ms. Eva Au; the non-executive Director is Ms. Yu Jiaoli; and the independent non-executive Directors are Mr. Yeung King Wah, Kenneth, Mr. Wu Hong, Mr. Low Chin Sin, Mr. Ye Yunhan and Prof. Zhu Yi Zhun.