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## **GREENHEART GROUP LIMITED**

**綠心集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 94)

### **COMPLETION OF BONUS ISSUE AND ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS AS A RESULT OF THE BONUS ISSUE**

References are made to the announcement and the circular (the “**Circular**”) issued by Greenheart Group Limited (the “**Company**”) on 27 March 2018 and 26 April 2018 respectively, in relation to, among other things, the Bonus Issue on the basis of one (1) Bonus Share for every ten (10) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. Unless otherwise defined, all capitalised terms used herein shall have the respective meanings ascribed to them in the Circular.

#### **COMPLETION OF BONUS ISSUE**

The Board is pleased to announce that the Bonus Issue was completed on 15 June 2018. A total of 168,635,550 Bonus Shares were issued on 15 June 2018 pursuant to the Bonus Issue. As a result of the Bonus Issue, the number of Shares in issue has increased to 1,854,991,056 Shares as at the date of this announcement.

Share certificates for the Bonus Shares have been posted on 15 June 2018, by ordinary post at the risk of the Qualifying Shareholders to their respective addresses as shown on the register of members of the Company on the Record Date.

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

Dealings in the Bonus Shares on the Stock Exchange are expected to commence on 19 June 2018.

## OVERSEAS SHAREHOLDERS

According to the register of members of the Company as at the close of business on the Record Date, there were eleven (11) Overseas Shareholders with registered addresses in Malaysia, Canada, the United Kingdom, British Virgin Islands, the United States of America, Cayman Islands, Macau, Spain, Australia and Singapore. The Overseas Shareholders represent approximately 60.49% of the total issued Shares as at the Record Date.

Having made reasonable enquiries of the legal requirements regarding the feasibility of extending the Bonus Issue to the Overseas Shareholders, with registered addresses (as shown in the register of members of the Company) under the jurisdictions set out above and taking into account the foreign legal opinions provided by the legal advisers of the abovementioned jurisdictions, there is no legal restriction or requirement of any regulatory body or stock exchange that prevents the issuance of the Bonus Shares to such Overseas Shareholders in the jurisdictions set out above. Therefore, as at the Record Date, all Overseas Shareholders are Qualified Shareholders and the Company has extended the Bonus Issue to such Overseas Shareholders.

## ADJUSTMENTS TO THE OUTSTANDING OPTIONS

As at the date of this announcement, there are 38,977,000 Options outstanding.

Pursuant to the terms and conditions of the Share Option Scheme of the Company, the exercise price of the outstanding Options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the outstanding Options have been adjusted (the “**Adjustments**”) pursuant to the terms of the Share Option Scheme and the requirements set out in Rule 17.03(13) of the Listing Rules, with effect from 15 June 2018 in the manner set forth below as a result of the Bonus Issue:

Date of grant	Immediately before the completion of the Bonus Issue		Immediately after the completion of the Bonus Issue	
	Number of Options outstanding	Exercise price of each Option (HK\$)	Adjusted number of Options outstanding	Adjusted exercise price of each Option (HK\$)
17 July 2015	13,700,000	1.23	15,070,000	1.12
13 Sep 2016	25,277,000	0.78	27,804,700	0.71

The Company’s auditors, Messrs. Deloitte Touche Tohmatsu, has performed certain factual finding procedures on the Adjustments and confirmed in writing to the Directors under Rule 17.03(13) of the Listing Rules.

By order of the Board  
**Greenheart Group Limited**  
**Wu Wai Leung Danny**  
*Chief Executive Officer and  
Executive Director*

Hong Kong, 15 June 2018

*As at the date hereof, the Board comprises two executive Directors, namely Messrs. Wu Wai Leung, Danny and Lim Hoe Pin, three non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Tsang On-Yip, Patrick and Simon Murray, and three independent non-executive Directors, namely Messrs. Nguyen Van Tu, Peter, Tang Shun Lam, Steven and Wong Man Chung, Francis.*

*Website: <http://www.greenheartgroup.com>*