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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)**

### **PLACING OF NEW SHARES**

### **UNDER GENERAL MANDATE**

After trading hours on 28 June 2011, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which, the Placing Agent has agreed to place, on best efforts basis, up to 323,000,000 Shares at a price of HK\$0.1 per Placing Share, for and on behalf of the Company. The Placing is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares. The maximum number of 323,000,000 Placing Shares represents approximately 6.17% of the entire issued share capital of the Company of 5,235,303,300 Shares as at the date of this announcement and approximately 5.81% of the Company's entire issued share capital as enlarged by the Placing. The issue of the Placing Shares will be made under the General Mandate. The estimated net proceeds of the Placing will be approximately HK\$31.8 million which will be used for the Group's mining business and working capital.

After trading hours on 28 June 2011, the Company entered into the Placing Agreement with the Placing Agent.

### **THE PLACING AGREEMENT**

Date: 28 June 2011

Issuer: The Company

Placing Agent: Luen Fat Securities Co. Ltd., an Independent Third Party

- Placees:** The Placing Shares will be placed to not less than six placees (which will be independent individual, corporate and/or institutional investors). The placees and their ultimate beneficial owners will be Independent Third Parties. It is expected that no placee will become a substantial Shareholder immediately following completion of the Placing. Upon completion of the Placing, the placees will be considered as public Shareholders of the Company.
- Number of Placing Shares:** Up to 323,000,000 Shares, to be placed by the Placing Agent on best efforts basis. The aggregate nominal price of the Placing Shares under the Placing will be HK\$0.1. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 6.17% of the entire issued share capital of the Company of 5,235,303,300 Shares as at the date of this announcement and approximately 5.81% of the Company's entire issued share capital as enlarged by the Placing. The issue of the Placing Shares will be made under the General Mandate.
- Placing Price:** HK\$0.1 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on Stock Exchange. The net price per Placing Share to the Company, after deducting the placing fee, will be approximately HK\$0.099. The Placing Price represents:
- (a) a premium of approximately 15% to the closing price of HK\$0.087 per Share as quoted on the Stock Exchange on 28 June 2011, being the date of the Placing Agreement;
  - (b) a premium of approximately 4.2% to the average closing price of HK\$0.096 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including 28 June 2011, being the date of the Placing Agreement;
  - (c) a discount of approximately 3.8% to the 30-day average closing price of HK\$0.104 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days up to and including 28 June 2011, being the date of the Placing Agreement; and
  - (d) a discount of approximately 76.7% over the audited consolidated equity attributable to shareholders of the Company as at 31 December 2010 of approximately HK\$0.43 per Share.

- Condition: The Placing is conditional upon:
- (a) the Listing Division of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and
  - (b) there not having been, at any time before the end of the Placing Period:
    - (i) any adverse change or any development reasonably likely to involve an adverse change in the condition (financial or otherwise) of the Company which is material in the context of the Placing;
    - (ii) the occurrence of any event or the existence of any circumstance which would render any of the warranties contained in the Placing Agreement untrue or inaccurate in any material respect.

The condition must be fulfilled on or before 8 July 2011, failing which the Placing Agreement shall terminate.

Ranking of the Placing Shares: The Placing Shares will rank *pari passu* with the existing Shares.

General mandate: The Placing Shares will be issued under the general mandate to allot, issue and deal with Shares granted by the shareholders of the Company to the Directors pursuant to the resolution of the shareholders of the Company passed at the annual general meeting held on 29 June 2010 for up to 763,060,660 Shares. Up to the date of this announcement, a total of 340,000,000 Shares have been issued under the General Mandate and other than that no new Shares have been issued under the General Mandate.

Placing commission: The Placing Agent will receive a placing commission of approximately 1.5% on the gross proceeds of the Placing.

Completion of the Placing: The completion of the Placing will take place on the second Business Day immediately after the end of the Placing Period (or such later date as the Company and the Placing Agent may agree in writing).

The Company shall make an application to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares in due course.

**Completion of the Placing is subject to the satisfaction of the condition precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **EFFECT OF THE PLACING ON SHAREHOLDING OF THE COMPANY**

The shareholding in the Company immediately before completion of the Placing and immediately after completion of the Placing are and will be as follows:

<b>Name of Shareholder</b>	<b>As of the date of this announcement</b>		<b>Immediately after issue of all the Placing Shares</b>	
	<b>No. of Shares</b>	<b>Approx. % to the issued share capital of the Company</b>	<b>No. of Shares</b>	<b>Approx. % to the enlarged issued share capital of the Company</b>
Star Sino International Limited	762,022,000	14.56	762,022,000	13.71
Double Chance Investment Limited	569,046,976	10.87	569,046,976	10.24
Placees of the Placing	0	0	323,000,000	5.81
Other public Shareholders	3,904,234,324	74.57	3,904,234,324	70.24
<b>Total</b>	<b>5,235,303,300</b>	<b>100</b>	<b>5,558,303,300</b>	<b>100</b>

## **REASONS FOR AND BENEFITS OF THE PLACING AND USE OF THE PROCEEDS**

The Directors consider that the Placing represents a good opportunity to strengthen the capital base and shareholder base of the Company. The Directors (including the independent non-executive Directors) consider that the terms of the Placing is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The estimated net proceeds of the Placing will be approximately HK\$31.8 million, which will be used for the Group's mining business and its working capital.

## **FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS**

On 12 November 2010, the Company completed a placing of an aggregate of 340,000,000 Shares, representing 6.97% of the then issued share capital of the Company to not fewer than six placees at HK\$0.12 per Share and raised a net proceeds of HK\$39.8 million which has been applied for the development of the mining business or other business supplemental to that of the Group. Other than that and the Placing, there has not been any fund raised on any issue of equity securities in the 12 months immediately preceding the date of this announcement.

## INFORMATION ON THE COMPANY

The Company is an investment holding company. The principal activities of the Group are investments, the manufacturing and distributing of household and industrial products, cosmetics and skincare products, biotechnology products, and mining products.

The Directors believe, having made all reasonable enquiries, that the Placing will not have any impact on the business, management or operations of the Group. No change in the composition of the Board will occur as a result of the Placing.

## DEFINITIONS

Unless the context requires otherwise, the use of capitalized terms in this announcement shall have the following meanings:–

“Board”	the board of Directors;
“Completion”	completion of the Placing Agreement;
“Company”	Global Green Tech Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange;
“Conditions Precedent”	the conditions precedent to the completion of the Placing Agreement;
“Director”	a director of the Company and “Directors” include all directors of the Company;
“General Mandate”	the general mandate of the Company granted by the shareholders of the Company to the Directors pursuant to the resolution of the shareholders of the Company passed at the annual general meeting held on 29 June 2010;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party”	a third party who is, and whose ultimate beneficial owners are, independent of the Company and connected persons (as defined in the Listing Rules) of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement;

“Placing Agent”	Luen Fat Securities Co. Ltd., an Independent Third Party;
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 28 June 2011 in relation to the Placing;
“Placing Period”	the period commencing upon the execution of the Placing Agreement and terminating at 5:00 p.m. (Hong Kong time) on the Business Day immediately following the date on which the conditions precedent of the Placing Agreement are satisfied;
“Placing Price”	HK\$0.1 per Placing Share;
“Placing Shares”	a maximum of 323,000,000 new Shares to be placed pursuant to the Placing Agreement;
“PRC”	the People’s Republic of China;
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

For and on behalf of the Board  
**Global Green Tech Group Limited**  
**Mr. Yip Chung Wai, David**  
*Executive Director*

Hong Kong, 29 June 2011

As at the date of this announcement, the Directors are as follows:

*Executive Directors:*

Mr. Yip Chung Wai, David  
Mr. Ng Ka Hong  
Mr. Jia Xuelei  
Mr. Lin Jan  
Mr. Chai Xiaojun  
Mr. Dong Jixu  
Mr. Xue Bing  
Mr. Long Xiaobo  
Mr. Wu Jun

*Independent Non-executive Directors:*

Ms. Chan Wing  
Mr. Ding Yongshun  
Mr. Xiong Wei

\* For identification purpose only