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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 adviser.

**If you have sold or transferred** all your shares in Global Green Tech Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) CHANGE OF COMPANY NAME**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Global Green Tech Group Limited to be held at Function Room II, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on 30 June 2011 at 9:30 a.m. is set out on pages 1 to 26 of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.globalgreentech.com](http://www.globalgreentech.com)).

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

\* For identification purposes only

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be held at Function Room II, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on 30 June 2011 at 9:30 a.m. or any adjournment thereof (as the case may be);
“AGM Notice”	notice convening the AGM as set out on pages 22 to 26 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as ascribed thereto under the Listing Rules;
“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;
“Director(s)”	the director(s) of the Company;
“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;
“INED”	an independent non-executive director of the Company;
“Latest Practicable Date”	30 May 2011, 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;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);

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## DEFINITIONS

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“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Yip Chung Wai, David (*Chief Executive Officer*)  
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

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

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

Room 305-307, 3/F, Empire Centre  
68 Mody Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

1 June 2011

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) CHANGE OF COMPANY NAME**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of the Directors, and to seek your approval of the resolutions relating to these matters at the AGM.

\* For identification purposes only

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## **LETTER FROM THE BOARD**

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### **2. GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,235,303,300 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 1,047,060,660 Shares.

The Share Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Share Repurchase Mandate.

### **3. GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,235,303,300 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 523,530,330 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF DIRECTORS

In accordance with Articles, (i) Directors will retire from office by rotation (ii) any Director appointed by the Board to fill a causal vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company, will then be eligible for re-election at the meeting. The following candidates will hold office until the AGM and being eligible, have offered themselves for election at the AGM.

- (a) Yip Chung Wai, David (executive director);
- (b) Ng Ka Hong (executive director);
- (c) Long Xiaobo (executive director);
- (d) Wu Jun (executive director);
- (e) Dong Jixu (executive director);
- (f) Xue Bing (executive director);
- (g) Chai Xiaojun (executive director);
- (h) Lin Jan (executive director);
- (i) Chan Wing (independent non-executive director);
- (j) Ding Yongshun (independent non-executive director); and
- (k) Xiong Wei (independent non-executive director)

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### 5. PROPOSED CHANGE OF COMPANY NAME

To approve the change of the Company name from “Global Green Tech Group Limited” to “China Billion Resources Limited” and to adopt a new Chinese name “中富資源有限公司” as its secondary name in place of the existing name in Chinese “高寶綠色科技集團有限公司” (which was adopted for identification purpose only) by the special resolution in the AGM.

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## LETTER FROM THE BOARD

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### **Conditions For The Change Of Company Name**

The proposed change of company name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the forthcoming AGM approving the proposed change of company name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the proposed change of company name.

The new name of the Company will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new name of the Company on the register in place of the existing name. The Registrar of Companies in the Cayman Islands shall issue the certificate of incorporation on change of name thereafter. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reason for the Change of Company Name**

The Board is of the view that the new name will better reflect the nature and business development of the Company. The Board believes that the proposed change of company name is in the interests of the Company and its Shareholders as a whole.

### **Effect of Change of Company Name**

The proposed change of company name will not affect any of the rights of the holders of securities of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the proposed change of company name becoming effective, continue to be evidence of title to such securities and will remain to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the proposed change of company name becoming effective, new share certificates of the Company will be issued under the new name. The English and the Chinese stock short names of the Company will also be changed.

## **6. AGM**

Set out on pages 22 to 26 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of retiring Directors.



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## LETTER FROM THE BOARD

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### 7. PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 8. POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### 9. 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 individually and collectively 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 in this circular misleading.

### 10. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of the Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Yip Chung Wai, David**  
*Chief Executive Officer*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.

### **1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the main board of the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval and that the shares to be repurchased must be fully paid up. A maximum of 10% of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 5,235,303,300 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 523,530,330 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

### **3. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **4. FUNDING OF REPURCHASE**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

## 5. IMPACT ON REPURCHASES

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements contained in the Company's Annual Report for the year ended 31 December 2010. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

MONTH	PRICE PER SHARE	
	Highest	Lowest
May 2010	suspended	suspended
June 2010	suspended	suspended
July 2010	suspended	suspended
August 2010	HK\$0.2	HK\$0.125
September 2010	HK\$0.16	HK\$0.131
October 2010	HK\$0.169	HK\$0.133
November 2010	HK\$0.173	HK\$0.128
December 2010	HK\$0.139	HK\$0.110
January 2011	HK\$0.119	HK\$0.082
February 2011	HK\$0.104	HK\$0.084
March 2011	HK\$0.166	HK\$0.09
April 2011	HK\$0.157	HK\$0.113
May 2011 (up to the Latest Practicable Date)	HK\$0.132	HK\$0.104

## 7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

**8. UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

**9. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of knowledge and belief of the Company, Mr. Long Xiaobo was interested in 762,022,000 Shares (through Star Sino International Limited in which Mr. Long is the sole beneficial owner), representing approximately 14.56% of the issued share capital of the Company. In the event that the Directors exercise the Share Repurchase Mandate in full in accordance with the terms of the Ordinary Resolution no. 4(B) to be proposed at the AGM, Mr. Long Xiaobo's interests in the Company would be increased to approximately 16.17% of the issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

The Directors have no intention to exercise the Share Repurchase Mandate to an extent as may result in the amount of Shares held by the public below 25% of the total issued share capital of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

**10. SHARE REPURCHASE MADE BY THE COMPANY**

No Shares have been repurchased by the Company in the six months preceding the Latest Practicable Date.

*The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.*

**EXECUTIVE DIRECTORS****A. Mr. Yip Chung Wai, David (executive director)***Experience*

Mr. Yip Chung Wai David, aged 47, joined the Company as an executive Director, the chief executive officer and an authorised representative of the Company. Mr. Yip is responsible for formulation and execution of strategic development and daily operation of the Group. Mr. Yip has substantial experience in the financial and banking industry, particularly in securities and investment banking areas for over nineteen years. Mr. Yip has worked for different sizable financial groups and corporations in Hong Kong with senior position. Mr. Yip is well experienced in corporate finance and fund management matters and has indirectly involved in a number of fund raising exercises. He has also orchestrated in structuring mergers and acquisitions deals during his time in investments and banking areas. Mr. Yip obtained a Master Degree in Business Administration from University of Hull in the United Kingdom.

Mr. Yip Chung Wai does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Yip has signed a letter of appointment dated 25 September 2009 with the Company. The term of service of Mr. Yip is three years commencing from 25 September 2009.

*Relationships*

Mr. Yip has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Yip has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Yip and the Company, Mr. Yip will be entitled to a director fee of HK\$78,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Yip that need to be brought to the attention of the Shareholders.

**B. Mr. Ng Ka Hong (executive director)***Experience*

Mr. Ng Ka Hong, aged 41, joined the Company as an executive Director, the chief financial officer and an authorized representative of the Company. Mr. Ng is responsible for the funding needs of the Group, monitoring the Group's operational and financial status such as cash flow and revenue generation, expenses containment and budget forecasting in accordance with the Group's strategic plans. Mr. Ng has had more than 18 years of practical accounting and auditing experience. He has worked for two listed companies namely Henderson Real Estate Agency Limited and Veeko Fashion Company Limited, for more than seven years where his principal responsibilities were accounting, taxation and financial reporting of Hong Kong enterprises in Hong Kong. Mr. Ng obtained a diploma in Business Studies from the Hang Seng School of Commerce in 1991. He is a Certified Public Accountant in Hong Kong, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Ng Ka Hong does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Ng has signed a letter of appointment dated 4 January 2011 with the Company. The term of service of Mr. Ng is three years commencing from 4 January 2011.

*Relationships*

Mr. Ng has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Ng has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Ng and the Company, Mr. Ng will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Ng that need to be brought to the attention of the Shareholders.

**C. Mr. Long Xiaobo (executive director)***Experience*

Mr. Long Xiaobo, aged 44, is currently the director and general manager of Cypress House Asset Management Company Limited and Shenzheng City Boien Investment Limited Liability Company (深圳市柏恩投資有限責任公司). Mr. Long has served as the vice president of Dapeng Securities Company Limited, in charge of investment banking, asset management and research business. He was also the founder and the first general manager of Dacheng Fund Management Company Limited. Mr. Long has more than 18 years experience in capital market business, specialised in asset management, securities investment, merger and acquisition, corporate reorganisation, financial consulting business and real estates investment and integration. Mr. Long holds a master degree in economics and a bachelor degree in engineering from Fudan University, the People's Republic of China ("PRC").

Mr. Long Xiaobo does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Long has signed a letter of appointment dated 22 November 2010 with the Company. The term of service of Mr. Long is three years commencing from 22 November 2010.

*Relationships*

Mr. Long has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Long is interested in 762,022,000 Shares (through Star Sino International Limited in which Mr. Long is the sole beneficial owner), representing approximately 14.56% of the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Long and the Company, Mr. Long will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Long that need to be brought to the attention of the Shareholders.

**D. Mr. Wu Jun (executive director)***Experience*

Mr. Wu, aged 43, is currently the director of private equity department of Cypress House Asset Management Company Limited. Mr. Wu has served as the vice general manager of investment banking department and the general manager of securities investment department of Dapeng Securities Limited. He was also the senior investment manager of Dapeng Venture Capital Investment Company (大鵬創業投資公司), the chief investment manager of Dapeng Asset Management Company (大鵬資產管理公司), and the committee member of the investment committee and the investment director of Merry Venture Capital Fund Limited Partnership (麥瑞有限合伙創業投資基金). Mr. Wu has more than 16 years experience in capital market business, specialised in finances, corporate reorganization, merger and acquisition, asset management, equity investment and financial consulting business. Mr. Wu completed his graduate course at Financial Science Institute of the Ministry of Finance, the PRC.



Mr. Wu Jun does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Wu has signed a letter of appointment dated 22 November 2010 with the Company. The term of service of Mr. Wu is three years commencing from 22 November 2010.

*Relationships*

Mr. Wu has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Wu has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Wu and the Company, Mr. Wu will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

**E. Mr. Dong Jixu (executive director)**

*Experience*

Mr. Dong Jixu, aged 45, holds a bachelor degree (economics) in accounting from Inner Mongolia Finance and Economics College in the PRC. Mr. Dong was engaged in financial management in Chifeng Pharmaceutical Group in Inner Mongolia Autonomous Region and Dadi Real Estate Integrated Development Co., Ltd.(大地房產綜合開發有限公司) in Wuxi City with more than 20 years' work experience in financial enterprise management, audit, investment and financing. Mr. Dong now assumes office of asset management director in an investment company. He is an accountant as well as an international finance manager.

Mr. Dong Jixu does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Dong has signed a letter of appointment dated 27 September 2010 with the Company. The term of service of Mr. Dong is three years commencing from 27 September 2010.

*Relationships*

Mr. Dong has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Dong has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Dong and the Company, Mr. Dong will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Dong that need to be brought to the attention of the Shareholders.

**F. Mr. Xue Bing (executive director)**

*Experience*

Mr. Xue Bing, aged 27, is graduated from University of Manchester in Britain with a master degree in commercial project management. Mr. Xue used to work in a risk investment firm in the PRC and was engaged in financial analysis with more than 3 years' work experience in investment and financing, merger and acquisition and banking. He has served various investment and enterprises in the fields of TMT, clean energy, manufacture and retail and the like involving a total amount of more than RMB200 million. He has also taken part in a number of international merger and acquisition projects in countries like South Africa, Germany, Pakistan involving an amount over US\$100 million.

Mr. Xue Bing does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Xue has signed a letter of appointment dated 27 September 2010 with the Company. The term of service of Mr. Xue is three years commencing from 27 September 2010.

*Relationships*

Mr. Xue has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Xue has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Xue and the Company, Mr. Xue will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Xue that need to be brought to the attention of the Shareholders.

**G. Mr. Chai Xiaojun (executive director)**

*Experience*

Mr. Chai Xiaojun, aged 47, holds a bachelor degree in metal and non-metal speciality from China Wuhan Geoscience College (now China University of Geosciences). Mr. Chai was engaged in geologic exploration and technical management in various geologic exploration units and mining groups in the PRC with more than 20 years' practical experience in geologic exploration, mining right appraisal, energy project investment analysis and evaluation, etc., that he is a qualified as certified senior engineer in the PRC. Mr. Chai now assumes office of general manager in the mining resources department of an investment company in the PRC.

Mr. Chai Xiaojun does not hold any directorship in any other public listed company or any other major position with the Company or other members of the Group in the last three years preceding the date of this announcement.

*Length of Service*

Mr. Chai has signed a letter of appointment dated 27 September 2010 with the Company. The term of service of Mr. Chai is three years commencing from 27 September 2010.

*Relationships*

Mr. Chai has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Chai has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Chai and the Company, Mr. Chai will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Chai that need to be brought to the attention of the Shareholders.

**H. Mr. Lin Jan (executive director)**

*Experience*

Mr. Lin Jan, aged 44, holds a Master degree of Professional Accounting from Hong Kong Polytechnic University. Mr. Lin has over 20 years of experience in banking, financing, accounting and auditing with financial institutes and holding companies in both Hong Kong and Mainland China. Mr. Lin is Vice President of a Prospective IPO company. Mr. Lin is a member of Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Lin did not hold any directorships in other listed public companies in the last three years and he has no other major appointments and professional qualifications.

*Length of Service*

Mr. Lin has signed a letter of appointment dated 7 September 2010 with the Company. The term of service of Mr. Lin is three years commencing from 7 September 2010.

*Relationships*

Mr. Lin has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Lin has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Lin and the Company, Mr. Lin will be entitled to a director fee of HK\$50,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **I. Ms. Chan Wing (independent non-executive director)**

*Experience*

Ms. Chan Wing, aged 39, holds a Bachelor Degree of Accounting from Jiangxi University of Finance and Economics in the PRC. She is an associate member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales respectively. She is also a member of the Chinese Institute of Certified Public Accountants. She is currently the chief financial officer and company secretary of Inspur International Ltd, a company listed on the Main Board of The Stock Exchange.

Ms. Chan was an executive director of Ming Fai International Holdings Limited, a company listed on the Stock Exchange, between July 2007 and March 2008. She assumed the position of its non-executive director between March 2008 and September 2008.

*Length of Service*

Ms. Chan has signed a letter of appointment dated 7 March 2011 with the Company. The term of service of Ms. Chan is one year commencing from 7 March 2011.

*Relationships*

Ms. Chan has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Ms. Chan has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Ms. Chan and the Company, Ms. Chan will be entitled to a director fee of HK\$10,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.

**J. Mr. Ding Yongshun (independent non-executive director)**

*Experience*

Mr. Ding Yongshun, aged 52, is currently the vice general manager of Beijing Fuchun Investment Management Limited (北京富春投資管理有限公司). Mr. Ding has served as the general manager of Dapeng Securities Company Limited in charge of investment banking. He was also the vice general manager of Dapeng Asset Management Company (大鵬資產管理公司) and the executive director of Argentina Socma (China) Limited (阿根廷索科馬(中國)有限公司). Mr. Ding holds an executive master of business administration degree in Economics and Management from Wuhan University, the PRC. He also completed his graduate course at Financial Science Institute of the Ministry of Finance, the PRC.

Mr. Ding did not hold any directorship in other listed companies in the past three years.

*Length of Service*

Mr. Ding has signed a letter of appointment dated 22 November 2010 with the Company. The term of service of Mr. Ding is one year commencing from 22 November 2010.

*Relationships*

Mr. Ding has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Ding has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Ding and the Company, Mr. Ding will be entitled to a director fee of HK\$10,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Ding that need to be brought to the attention of the Shareholders.

**K. Mr. Xiong Wei (independent non-executive director)**

*Experience*

Mr. Xiong Wei, aged 29, joined China Hightech Investment Management Company Limited (中國高新技術產業投資基金管理有限公司) as a futures trader in 2005, and is currently the vice general manager. He holds a bachelor degree of engineering from the National University of Defense Technology, the PRC.

Mr. Xiong did not hold any directorship in other listed companies in the past three years.

*Length of Service*

Mr. Xiong has signed a letter of appointment dated 22 November 2010 with the Company. The term of service of Mr. Xiong is one year commencing from 22 November 2010.

*Relationships*

Mr. Xiong has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. Xiong has no interest in the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. Xiong and the Company, Mr. Xiong will be entitled to a director fee of HK\$10,000 per month (including any sum receivables as director's fee or other remuneration from any member of the Group), which was determined with reference to his respective duties and responsibilities, qualification and experience and the prevailing market conditions.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Xiong that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)

#### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Global Green Tech Group Limited (the “**Company**”) will be held at Function Room II, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on 30 June 2011 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) of the Company and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2010.
2. To re-elect the Directors and to authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
3. To appoint Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants as the Auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:

#### ORDINARY RESOLUTIONS

4. (A) “**THAT:**
  - (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
  
- (iv) for the purpose of this resolution:
  - (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.
  
  - (b) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”
- (C) **“THAT** conditional upon resolutions No. 4(A) and No. 4(B) above being passed, the general mandate granted to the Directors of the company to allot, issue or otherwise deal with additional shares pursuant to resolution No. 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution No. 4(B).”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

5. **THAT:**

- (i) the name of the Company be changed from “Global Green Tech Group Limited” to “China Billion Resources Limited” and the Company be authorized to adopt “中富資源有限公司” as the Company’s secondary name in place of the existing name in Chinese “高寶綠色科技集團有限公司” (which was adopted for identification purpose only); and
- (ii) any one director or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to execute from time to time all such documents, instruments, agreements and deeds and to do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of and in connection with or to give effect to the aforesaid change of the name of the Company.

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

Hong Kong, 1 June 2011

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (2) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.
- (4) In case of joint holders of any share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (5) The register of members of the Company will be closed from 28 June 2011 to 30 June 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 27, June 2011
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company and information of the retiring Directors of the Company who are proposed to be re-elected at the AGM, will be despatched to the shareholders of the Company.

As at the date hereof, the Board comprises the following members:

*Executive Directors*

Mr. Yip Chung Wai, David  
Mr. Ng Ka Hong  
Mr. Long Xiaobo  
Mr. Lin Jan  
Mr. Wu Jun  
Mr. Chai Xiaojun  
Mr. Dong Jixu  
Mr. Xuebing  
Mr. JiaXuelei

*Independent non-executive Directors*

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