

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



GREEN GLOBAL RESOURCES LIMITED

綠色環球資源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 61)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY SHARE HELD ON RECORD DATE; APPLICATION FOR WHITEWASH WAIVER; INCREASE IN AUTHORISED SHARE CAPITAL; AND RESUMPTION OF TRADING

Financial adviser to Green Global Resources Limited



Optima Capital Limited

**Underwriter to the Rights Issue
Integrated Capital Asia Limited**

PROPOSED RIGHTS ISSUE

The Company proposes to carry out the Rights Issue to raise not less than approximately HK\$136.9 million but not more than approximately HK\$153.7 million before expenses by way of rights to the Shareholders. The Rights Issue involves the issue of not less than 1,267,422,572 Rights Shares but not more than 1,423,218,761 Rights Shares at a price of HK\$0.108 per Rights Share, subject to any issue of new Shares by the Company on or before the Record Date on conversion of the outstanding Convertible Bonds or exercise of the Remaining Share Options by the holders thereof.

The Company will provisionally allot one Rights Share in nil-paid form for every Share held by the Qualifying Shareholders on the Record Date. The Rights Issue is not available to the Non-Qualifying Shareholders. Based on the minimum number of Rights Shares of 1,267,422,572 Rights Shares, the estimated net proceeds of the Rights Issue will be approximately HK\$130.0 million. The Company intends to use the net proceeds principally on its agro-conservation and bio-energy business and for general working capital.

The expected timetable for the implementation of the Rights Issue and the associated trading arrangements will be announced by the Company in due course.

Pursuant to the Underwriting Agreement, the Rights Issue has been fully underwritten by the Underwriter on terms and conditions described in this announcement below.

WHITEWASH WAIVER

Integrated Asset, the single largest Shareholder of the Company, owns approximately 17.11% of the existing issued share capital of the Company. Both the Underwriter and Integrated Asset are wholly and beneficially owned by Mr. Yam. Integrated Asset has undertaken to the Company and the Underwriter to subscribe in full for all the Rights Shares to be provisionally allotted to it under the Rights Issue. In the event that there are any Rights Shares not taken by the Qualifying Shareholders, the Underwriter will be required to subscribe for those untaken Rights Shares, which may result in the Underwriter, Mr. Yam, and parties acting in concert with any of them holding 30% or more of the issued share capital of the Company as enlarged by the Rights Issue. In the circumstances, an obligation on the part of the Underwriter to make a general offer under Rule 26 of the Takeovers Code for all the Shares not already owned or agreed to be acquired by the Underwriter, Mr. Yam and parties acting in concert with any of them may arise as a result of the issue of the Underwritten Shares to the Underwriter. An application will be made by the Underwriter to the Executive for the Whitewash Waiver. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, the approval of the Independent Shareholders at the SGM by way of poll.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is conditional, inter alia, upon the fulfillment of the conditions set out below under the section headed “Conditions of the Rights Issue”. In particular, the Rights Issue is conditional upon the Whitewash Waiver having been granted by the Executive and the approval of the Rights Issue and the Whitewash Waiver by the Independent Shareholders at the SGM by way of poll. The Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events, including but not limited to force majeure, as described below. The Rights Issue is also subject to the Underwriter not terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or the Rights Shares in their nil-paid form are advised to consult their own professional advisers.

INCREASE IN AUTHORISED SHARE CAPITAL

To cater for possible issue of new Shares in the future, the Directors propose to increase the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$800,000,000 divided into 8,000,000,000 Shares by creating an additional 5,000,000,000 unissued Shares. A resolution will be proposed at the SGM to consider and, if thought fit, to approve the proposed increase in authorised share capital.

GENERAL

Pursuant to Rule 7.19(6)(a) of the Listing Rules, as the Company has no controlling shareholder (as defined in the Listing Rules), the Directors (other than the independent non-executive Directors), being Mr. Tse (the Chairman of the Company and an executive Director), Mr. Puongpun Sananikone (an executive Director) and their respective associates will abstain from voting in respect of the resolution(s) to be proposed at the SGM to consider and, if thought fit, approve the Rights Issue and the Whitewash Waiver. As at the date of this announcement, Mr. Tse and his associates are interested in 50,000,000 Shares and Mr. Puongpun Sananikone and his associates do not hold any Shares.

Further, pursuant to Note 1 to Dispensations from Rule 26 of the Takeovers Code, Integrated Asset, the Underwriter, Mr. Yam and parties acting in concert with any of them will abstain from voting in respect of the resolution(s) to be proposed at the SGM to consider and, if thought fit, approve the Rights Issue and the Whitewash Waiver. The Independent Board Committee comprising all the three independent non-executive Directors of the Company has been established to make recommendations to the Independent Shareholders in respect of voting on the resolution(s) to approve the Rights Issue and the Whitewash Waiver. Access Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, further details of the Rights Issue, the Whitewash Waiver and the proposed increase in authorised share capital of the Company, a letter of recommendations from the Independent Board Committee to the Independent Shareholders, a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue and the Whitewash Waiver, together with a notice of the SGM, will be despatched to the Shareholders as soon as practicable.

RESUMPTION IN TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 2:30 p.m. on 12 June 2008 pending the release of this announcement. Application will be made to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 18 June 2008.

PROPOSED RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	One Rights Share for every Share held on the Record Date
Number of Shares in issue	:	1,267,422,572 Shares as at the date of this announcement
Minimum number of Rights Shares <i>(see explanatory Note 1 below)</i>	:	1,267,422,572 Rights Shares
Maximum number of Rights Shares <i>(see explanatory Note 2 below)</i>	:	1,423,218,761 Rights Shares
Subscription price	:	HK\$0.108 per Rights Share
Minimum enlarged issued share capital upon completion of the Rights Issue assuming no exercise of the Remaining Share Options and no conversion of the outstanding Convertible Bonds	:	2,534,845,144 Shares
Maximum enlarged issued share capital upon completion of the Rights Issue assuming full exercise of the Remaining Share Options and full conversion of the outstanding Convertible Bonds <i>(see explanatory Note 3 below)</i>	:	2,846,437,522 Shares

Explanatory Notes

- (1) (a) *The minimum number of Rights Shares is arrived at assuming no new Shares will be issued after the date of this announcement and up to the Record Date.*
- (b) *The minimum number of 1,267,422,572 Rights Shares would represent:*
- (i) *100% of the Company's existing issued share capital; and*
 - (ii) *50% of the Company's issued share capital as enlarged by the issue of the Rights Shares, assuming no exercise of the Remaining Share Options and no conversion of the outstanding Convertible Bonds.*

- (2) (a) *As at the date of this announcement, the Company has 186,591,855 Share Options and the outstanding Convertible Bonds in issue. The Share Options entitle the holders thereof to subscribe for Shares at the various exercise prices of HK\$2.532 per Share, HK\$0.66 per Share, HK\$0.38 per Share, HK\$0.36 per Share, and HK\$0.243 per Share (all subject to adjustment). The Convertible Bonds entitle the holders thereof to convert the outstanding principal amount into a total of 140,476,189 Shares at the prevailing conversion price of HK\$0.567 per Share (subject to adjustment) upon full conversion. Save for this, the Company has no other options, warrants or other securities convertible into or giving rights to subscribe for the Shares as at the date of this announcement.*

Holders of 171,271,855 Share Options have irrevocably undertaken to the Company that they will not exercise any of their Share Options prior to the Record Date and that such Share Options will remain registered in the names of and beneficially owned by such holders from the date of such undertaking up to and including the Record Date. On this basis, the Remaining Share Options in respect of 15,320,000 Shares may be exercised on or prior to the Record Date.

The maximum number of Rights Shares is based on one Rights Share for every Share held on the Record Date, taking into account (i) the 1,267,422,572 Shares in issue as at the date of this announcement; (ii) the 15,320,000 new Shares which may fall to be issued upon full exercise of the Remaining Share Options on or prior to the Record Date; (iii) the 140,476,189 new Shares which may fall to be issued upon full conversion of the outstanding Convertible Bonds on or prior to the Record Date.

- (b) *The maximum number of 1,423,218,761 Rights Shares would represent:*
- (i) *approximately 112.3% of the Company's existing issued share capital; and*
 - (ii) *50% of the Company's issued share capital as enlarged by the issue of the Rights Shares, assuming full exercise of the Remaining Share Options and full conversion of the outstanding Convertible Bonds.*

- (3) *The maximum enlarged issued share capital represents the sum of (i) the maximum number of 1,423,218,761 Rights Shares as described in note 2(a) above; (ii) the 1,267,422,572 Shares in issue as at the date of this announcement; (iii) the 15,320,000 new Shares which may fall to be issued upon full exercise of the Remaining Share Options on or prior to the Record Date; and (iv) the 140,476,189 new Shares which may fall to be issued upon full conversion of the outstanding Convertible Bonds on or prior to the Record Date.*

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only. For the Non-Qualifying Shareholders, the Company will send copies of the Prospectus to them for their information only, but the Company will not send any PAL and EAF to the Non-Qualifying Shareholders.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and must be a Qualifying Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:00 p.m. on the date to be announced by the Company in due course.

The Record Date and the dates for the closure of the register of members of the Company will be announced by the Company in due course. No transfers of Shares will be registered during the book closure period.

Subscription price

The subscription price for the Rights Shares is HK\$0.108 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for Rights Shares. The subscription price represents:

- (i) a discount of approximately 27.5% to the closing price per Share of HK\$0.149 as quoted on the Stock Exchange on 12 June 2008, being the half trading day of the Shares prior to suspension in trading on the same day;
- (ii) a discount of approximately 30.3% to the closing price per Share of HK\$0.155 as quoted on the Stock Exchange on the Last Full Trading Day;
- (iii) a discount of approximately 41.0% to the average of the closing prices per Share of HK\$0.183 for the last 5 trading days as quoted on the Stock Exchange up to and including the Last Full Trading Day;
- (iv) a discount of approximately 43.5% to the average of the closing prices per Share of HK\$0.191 for the last 10 trading days as quoted on the Stock Exchange up to and including the Last Full Trading Day; and
- (v) a discount of approximately 18.2% to the theoretical ex-rights price of HK\$0.132 per Share calculated based on the closing price per Share on the Last Full Trading Day as referred to in (ii) above.

The subscription price for the Rights Shares was determined after arm's length negotiations between the Company and the Underwriter with reference to the current market price of the Shares. As the Rights Shares are offered to all Qualifying Shareholders, the Directors would like to set the subscription price at a level that would attract the Qualifying Shareholders to participate in the Rights Issue. The Directors (excluding independent non-executive Directors whose opinion on the matter will be set forth in the Circular after having been advised by the Independent Financial Adviser in this regard) consider the terms of the Rights Issue, including the subscription price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of provisional allotment

The basis of the provisional allotment shall be one Rights Share for every Share held by the Qualifying Shareholders on the Record Date at a subscription price of HK\$0.108 per Rights Share. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for.

Status of the Rights Shares

The Rights Shares, when allotted and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment of the Rights Shares.

Rights of Non-Qualifying Shareholders

The Company is currently making enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. If based on legal opinions provided by the legal advisers, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the places of their registered addresses or the requirements of the relevant regulatory bodies or stock exchanges in those places outside Hong Kong, the Rights Issue will not be available to such Overseas Shareholders. The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus. If they are excluded, the Company will send copies of the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send any PAL and EAF to the Non-Qualifying Shareholders.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold on the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form have commenced and before dealings in Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, of more than HK\$100 will be paid pro rata to the Non-Qualifying Shareholders. The Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders, together with any Rights Shares provisionally allotted but not accepted, will be made available for excess application on EAFs by Qualifying Shareholders.

Application for excess Rights Shares

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted.

Applications for excess Rights Shares may be made by completing the EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Directors will allocate the excess Rights Shares at their sole discretion on a fair and equitable basis, in proportion to the number of excess Rights Shares being applied for under each application, except that preference will be given to applications for less than a board lot of Rights Shares where they appear to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders whose Shares are registered in the name of a nominee company should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to them individually. Shareholders with their Shares held by nominee companies are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

For Shareholders whose Shares are held by their nominee(s) and would like to have their names registered on the register of members of the Company, they must complete the relevant registration with Tricor Tengis Limited, the Company's branch share registrars in Hong Kong by 4:00 p.m. on the Business Day immediately prior to the closure of register of members of the Company. The timing for the closure of register of members of the Company will be announced by the Company in due course.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Rights Shares, in both their nil-paid and fully-paid forms, to be allotted and issued pursuant to the Rights Issue.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, both in board lots of 2,000, which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty in Hong Kong.

Underwriting arrangements

Undertakings from Mr. Tse and Integrated Asset

As at the date of this announcement, (i) Mr. Tse is interested in 50,000,000 Shares, representing approximately 3.95% of the existing issued share capital of the Company; and (ii) Integrated Asset is interested in 216,912,000 Shares, representing approximately 17.11% of the existing issued share capital of the Company. On 12 June 2008, each of Mr. Tse and Integrated Asset has irrevocably undertaken to the Company that the Shares beneficially owned by him or it will not be disposed of from the date of the undertaking up to and including the Record Date and that they will take up their provisional allotments under the Rights Issue in full, representing (i) in the case of Mr. Tse, 50,000,000 Rights Shares; and (ii) in the case of Integrated Asset, 216,912,000 Rights Shares.

Undertakings from holders of Share Options

Holders of 171,271,855 Share Options have irrevocably undertaken to the Company that they will not exercise their Share Options and that such Share Options will remain registered in the name of and beneficially owned by such holders from the date of such undertaking up to and including the Record Date.

The Underwriting Agreement

Taking into account the undertakings from Mr. Tse, Integrated Asset and the relevant holders of 171,271,855 Share Options, the Underwriter has agreed to fully underwrite not more than 1,156,306,761 Rights Shares and not less than 1,000,510,572 Rights Shares at a subscription price of HK\$0.108 per Rights Share. The Underwriting Agreement provides that the Underwriter will be obliged to subscribe or procure subscribers for any Rights Shares not taken up by the Qualifying Shareholders or transferee(s) of nil-paid Rights Shares.

Conditions of the Rights Issue

The Rights Issue is conditional, among other things, on each of the following conditions being fulfilled:

- (i) the passing of the relevant resolution(s) by the Independent Shareholders approving the Rights Issue and the Whitewash Waiver at the SGM by way of poll;
- (ii) the filing of the Prospectus Documents with the Registrar of Companies in Bermuda in compliance with the Companies Act 1981 of Bermuda on or before the Prospectus Posting Date;
- (iii) the Whitewash Waiver having been granted by the Executive;

- (iv) if necessary, the Bermuda Monetary Authority granting consent to the issue of the Rights Shares prior to the latest time for termination of the Underwriting Agreement as stipulated therein or such later time as the Underwriter may agree with the Company in writing;
- (v) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy each of the Prospectus Documents in the manner described in the Underwriting Agreement not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and the Companies Ordinance;
- (vi) the posting of the Prospectus Documents to Qualifying Shareholders on the Prospectus Posting Date;
- (vii) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms by no later than the Prospectus Posting Date;
- (viii) compliance with and performance of all the undertakings and obligations of the Company as provided in the Underwriting Agreement; and
- (ix) compliance with and performance of all the undertakings and obligations of Mr. Tse, Integrated Asset and Mr. Yam as provided in the Underwriting Agreement.

Conditions set out above are not capable of being waived. If the conditions of the Rights Issue under the Underwriting Agreement are not fulfilled by the relevant dates and times specified in the Underwriting Agreement (or, in each case, such later date or time as the Underwriter may agree in writing with the Company pursuant to the Underwriting Agreement), the Underwriting Agreement will terminate and no party thereto will have any claim against any other party for costs, damages compensation or otherwise save for any antecedent breaches. If the Underwriting Agreement terminates in accordance with its terms, the Rights Issue will not proceed. The irrevocable undertakings by Mr. Tse, Integrated Asset and the relevant holders of Share Options as described above will lapse.

Underwriting Commission

The Company will pay the Underwriter an underwriting commission of 2.5% of the aggregate subscription price of the maximum amount of Underwritten Shares (i.e. 1,156,306,761), out of which the Underwriter may pay sub-underwriting fees. Both the Company and the Underwriter consider the underwriting commission is in line with the market rate. The Directors (including the independent non-executive Directors) are also of the view that the commission is fair and reasonable.

Termination of the Underwriting Agreement

The Underwriter may at its sole and absolute discretion terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to 4:00 p.m. on the third Business Day after the Acceptance Time if there occurs any of the following events:

- (a) in the sole and absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
 - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
 - (iii) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (b) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (c) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or

- (d) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 10 consecutive Business Days, excluding any suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements or circulars in connection with the Rights Issue, or
- (e) the Circular, Prospectus or announcements of the Company published since the date of the Agreement when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the sole and absolute opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it.

If, prior to 4:00 p.m. on the third Business Day after the Acceptance Time:

- (a) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (b) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to 4:00 p.m. on the third Business Day after the Acceptance Time which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect and such event comes to the knowledge of the Underwriter,

the Underwriter shall be entitled by notice in writing to the Company to rescind the Underwriting Agreement.

If the Underwriter gives a notice of termination to the Company in accordance with the terms of the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriter any reasonable legal fees and other reasonable out of pocket expenses incurred by the Underwriter, except that the 2.5% underwriting fee described above shall not be payable to the Underwriter if the Underwriting Agreement does not become unconditional or if it is terminated by the Underwriter pursuant to the Underwriting Agreement. If the Underwriter exercises its right to terminate the Underwriting Agreement, the Rights Issue will not proceed.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is conditional, inter alia, upon the fulfillment of the conditions set out above under the section headed “Conditions of the Rights Issue”. In particular, the Rights Issue is conditional upon the Whitewash Waiver having been granted by the Executive and the approval of the Rights Issue and the Whitewash Waiver by the Independent Shareholders at the SGM by way of poll. The Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events, including but not limited to force majeure, as more particularly described in the sub-section headed “Termination of the Underwriting Agreement” above. The Rights Issue is therefore also subject to the Underwriter not terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.

Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealing in the Rights Shares in their nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or the Rights Shares in their nil-paid form are advised to consult their own professional advisers.

Expected timetable

The expected timetable for the implementation of the Rights Issue and the associated trading arrangements will be announced by the Company in due course.

Reasons for the Rights Issue and use of proceeds

The Group is principally engaged in agro-conservation, cultivation of raw materials for the bio-energy industry, distribution of information technology products, provision of computer technology services, and the carrying on of property agency business.

The Group’s principal business had been in information technology related business and services, as well as property agency and consultancy services. However, in late 2007, the Group began to shift its business focus to the agro-conservation and bio-energy sectors. Since then, the Group has made significant progress in these promising business frontiers and the Group successfully achieved several milestones to grow the businesses further:

- (i) in the second half of 2007, the Group first entered into China’s agro-conservation sector and was given access to land use rights for the cultivation of 1,800,000 Chinese mu of licorice and 2,200,000 Chinese mu of salix in Inner Mongolia. During 2007, the Group planted 8,000 Chinese mu of licorice and 200,000 Chinese mu of salix;

- (ii) in late 2007, the Group's first bio-energy project was launched in Hainan, the PRC with the establishment of a joint venture to set up a nursery of 1,500 Chinese mu to grow jatropha curcas saplings. Jatropha curcas seeds have a high level of oil content and are believed to be one of the most economical and practical raw materials for the sustained production of environmentally friendly bio-diesel;
- (iii) in March 2008, the Group entered into a cooperation agreement with a Chinese partner to participate in a project initiated by the municipal government of Hang Jin Qi Inner Mongolia involving the planting of 200,000 Chinese mu of licorice over the next three years and 5,000,000 Chinese mu of salix over the next five years;
- (iv) in March 2008, the Group entered into a long term cooperation agreement with a local partner for the sale of jatropha saplings, plantation of jatropha trees and future supply of jatropha seeds so as to provide a steady and reliable supply of jatropha seeds to the Group; and
- (v) in March 2008, the Group entered into a cooperation agreement with the National Authority for Science and Technology in Laos to establish three commercially based bio-energy research and development and training centres in Laos. The Group aims to develop its Laos operation into another important base for the Group's jatropha curcas based bio-energy business.

It is the Company's vision to become a leading producer of regenerative and renewable resources. To this end, the management endeavors to accelerate its penetration into these industries and establish its competitive edge in these businesses. The new capital raised by the Rights Issue will provide the funding necessary for the Group to carry out and fulfill its obligations in the projects in Inner Mongolian, Hainan and Laos (as mentioned above) and to further expand its businesses in these regions.

The estimated net proceeds of the Rights Issue will fall between approximately HK\$130.0 million (on the basis of the minimum number of Rights Shares) and HK\$146.8 million (on the basis of the maximum number of Rights Shares). The Company plans to use the net proceeds principally on its agro-conservation and bio-energy businesses and for general working capital.

The Rights Issue, which is on a fully underwritten basis, removes, to a certain degree, the completion risk associated with a fund raising exercise such as a private placement on a best-effort basis. In addition, the Rights Issue will not incur any interest expense burden to the Group if compared to bank borrowings. In the light of the present volatile capital market, it is preferable to use equity funding to meet the Group's capital requirements. Also, taking into account the recent stock market conditions, the Right Issue is likely to be the most equitable and preferred mode of securing such equity funding. The Directors (excluding independent non-executive Directors whose opinion on the matter will be set forth in the Circular after having been advised by the

Independent Financial Adviser in this regard) believe that the Rights Issue is in the interests of the Group and the Shareholders as a whole given that the Rights Issue will increase the capital base of the Group.

ADJUSTMENTS TO CONVERSION PRICE OF THE CONVERTIBLE BONDS AND EXERCISE PRICES AND NUMBER OF THE SHARE OPTIONS

Adjustments to the conversion price of the outstanding Convertible Bonds in issue and the exercise prices and number of the outstanding Share Options may be required under the relevant terms of the instrument constituting the Convertible Bonds and the share option scheme of the Company. An approved investment bank will be appointed to certify the necessary adjustments, if any, to the conversion price of the outstanding Convertible Bonds and the exercise prices and number of the outstanding Share Options. Further announcement will be made by the Company in this regard.

PREVIOUS FUND RAISING EXERCISES OF THE COMPANY

The fund raising exercises conducted by the Company in the past 12 months immediately preceding the date of this announcement are set out below:

Date of announcement	Description	Net proceeds	Intended use of net proceeds as announced	Actual use of proceeds
26 February 2008	Subscription of new Shares	Approximately HK\$49.65 million	For the new agriculture businesses and general working capital	All proceeds has been utilised as intended
16 June 2007	Top-up placing	Approximately HK\$113 million	For financing the possible acquisition of or participation in, any potential investments or project which is/ are in line with principal business of the Group	All proceeds has been utilised as intended (<i>note</i>)

Note:

The proceeds have been utilised as to approximately HK\$70 million for the acquisition of Quest Asia Development Limited, approximately HK\$28 million for the setting up to a joint venture and approximately HK\$15 million for the general working capital of the Group (details of the acquisition of Quest Asia Development Limited and the setting up of the joint venture are set out in the circulars of the Company dated 16 August 2007 and 25 October 2007 respectively).

SHAREHOLDING IN THE COMPANY

The table below depicts the possible shareholding structure of the Company as at the date of this announcement and the possible changes upon completion of the Rights Issue, on the basis of the public information available to the Company on the date of this announcement and after the Directors having making reasonable enquiries:

Shareholders	As at the date of this announcement		Upon completion of the Rights Issue							
			Assuming no conversion of the Convertible Bonds and no exercise of the Remaining Share Options on or before Record Date				Assuming full conversion of the Convertible Bonds and full exercise of the Remaining Share Options on or before Record Date			
	Number of Shares		Nil subscription by public Shareholders		100% subscription by public Shareholders		Nil subscription by public Shareholders		100% subscription by public Shareholders	
			(Note 1)		(Note 2)		(Note 1)		(Note 2)	
	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	
Integrated Asset	216,912,000	17.11	433,824,000	17.11	433,824,000	17.11	433,824,000	15.24	433,824,000	15.24
Underwriter	-	-	1,000,510,572	39.47	-	-	1,156,306,761	40.62	-	-
<i>Total holding of Integrated Asset, the Underwriter and parties acting in concert with any of them (note 3)</i>	<i>216,912,000</i>	<i>17.11</i>	<i>1,434,334,572</i>	<i>56.58</i>	<i>433,824,000</i>	<i>17.11</i>	<i>1,590,130,761</i>	<i>55.86</i>	<i>433,824,000</i>	<i>15.24</i>
Mr. Tse	50,000,000	3.95	100,000,000	3.95	100,000,000	3.95	100,000,000	3.51	100,000,000	3.51
Holder(s) of Convertible Bonds	-	-	-	-	-	-	140,476,189	4.94	280,952,378	9.87
Holder(s) of the Remaining Share Options	-	-	-	-	-	-	15,320,000	0.54	30,640,000	1.08
Public Shareholders	1,000,510,572	78.94	1,000,510,572	39.47	2,001,021,144	78.94	1,000,510,572	35.15	2,001,021,144	70.30
<i>Total holding of public Shareholders</i>	<i>1,000,510,572</i>	<i>78.94</i>	<i>1,000,510,572</i>	<i>39.47</i>	<i>2,001,021,144</i>	<i>78.94</i>	<i>1,156,306,761</i>	<i>40.63</i>	<i>2,312,613,522</i>	<i>81.25</i>
Total	<u>1,267,422,572</u>	<u>100.00</u>	<u>2,534,845,144</u>	<u>100.00</u>	<u>2,534,845,144</u>	<u>100.00</u>	<u>2,846,437,522</u>	<u>100.00</u>	<u>2,846,437,522</u>	<u>100.00</u>

Notes:

1. Assuming no Qualifying Shareholders other than Mr. Tse and Integrated Asset take up the Rights Shares provisionally allotted to them and all the Underwritten Shares are taken up by the Underwriter.

2. *Assuming all the Qualifying Shareholders take up all the Rights Shares provisionally allotted to them.*
3. *Integrated Asset and the Underwriter are both wholly and beneficially owned by Mr. Yam. As at the date hereof, save for the shareholding of Integrated Asset, no other parties acting in concert with Integrated Asset, the Underwriter and Mr. Yam holds any Shares.*

WHITEWASH WAIVER

As at the date of this announcement, the Underwriter, Mr. Yam and parties acting in concert with any of them (including Integrated Asset) were interested in 216,912,000 Shares representing approximately 17.11% of the issued share capital of the Company. In the event that there are any Rights Shares not taken by the Qualifying Shareholders, the Underwriter will be required to subscribe for those untaken Rights Shares, which may result in the Underwriter, Mr. Yam and parties acting in concert with any of them holding 30% or more of the issued share capital of the Company as enlarged by the Rights Issue. (As shown in the section headed “Shareholding of the Company” above, the aggregate maximum shareholding in the Company held by the Underwriter, Mr. Yam, Integrated Asset and parties acting in concert with any of them will be 56.58%, assuming (i) no conversion of the Convertible Bonds; (ii) no exercise of the Remaining Share Options on or before the Record Date; and (iii) nil subscription by public Shareholders.) In the circumstances, an obligation on the part of the Underwriter to make a general offer for all the Shares not already owned or agreed to be acquired by the Underwriter, Mr. Yam and parties acting in concert with any of them may arise as a result of the issue of the Underwritten Shares to the Underwriter. An application will be made by the Underwriter to the Executive for the Whitewash Waiver. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, the approval of the Independent Shareholders at the SGM by way of poll.

It is one of the conditions of the Underwriting Agreement that the Whitewash Waiver be granted by the Executive and approved by the Independent Shareholders at the SGM. If the Whitewash Waiver is not granted by the Executive or not approved by the Independent Shareholders, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed.

Pursuant to a subscription agreement dated 25 February 2008 entered into between the Company and Integrated Asset, Integrated Asset subscribed for 199,000,000 Shares at a subscription price of HK\$0.25 per subscription Share on 11 March 2008. The subscription, although made within six months prior to the date of this announcement, would not be considered as a disqualifying transaction for the Whitewash Waiver under paragraph 3 of Schedule VI of the Takeovers Code as the subscription involves acquisition of new shares by Integrated Asset. The use of proceeds raised from such issue is included as the first item in the section headed “Previous Fund Raising Exercises of the Company” above. More details of the said subscription by Integrated Asset will be disclosed in the Circular.

Save as disclosed above and the disposal of 5,971,783 Shares by Integrated Asset on 29 April 2008, Integrated Asset, Mr. Yam and the Underwriter and parties acting in concert with any of them have not dealt in any securities of the Company in the six months prior to the date of this announcement.

As at the date of this announcement, (i) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the Shares or the shares of the Underwriter and which might be material to the Whitewash Waiver; and (ii) save for the Underwriting Agreement, there is no other agreement or arrangement to which the Underwriter is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Rights Issue or the Whitewash Waiver.

INCREASE IN AUTHORISED SHARE CAPITAL

To cater for possible issue of new Shares in the future, the Directors propose to increase the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$800,000,000 divided into 8,000,000,000 Shares by creating an additional 5,000,000,000 unissued Shares. Save for the proposed Rights Issue, the possible issue of new Shares upon the exercise of rights attached to the Share Options and the conversion rights attached to the Convertible Bonds, there is no agreement or arrangement entered into by the Company with any parties that may involve the issue of new Shares after the proposed increase in the authorised share capital of the Company. The proposed increase in authorised share capital is conditional on the approval by Shareholders at the SGM. No Shareholders will be required to abstain from voting for this resolution.

GENERAL INFORMATION AND REGULATORY IMPLICATIONS

The Independent Board Committee comprising all independent non-executive Directors has been established by the Company to advise the Independent Shareholders on the terms of the Rights Issue and the Whitewash Waiver. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard, which appointment has been approved by the Independent Board Committee.

The Rights Issue and the Whitewash Waiver will be subject to the approval by the Independent Shareholders at the SGM by way of poll.

Pursuant to Rule 7.19(6)(a) of the Listing Rules, as the Company has no controlling shareholder (as defined in the Listing Rules), the Directors (other than the independent non-executive Directors), being Mr. Tse (the Chairman of the Company and an executive Director), Mr. Puongpun Sananikone (an executive Director), and their respective associates will abstain from voting in respect of the resolution(s) to be proposed at the SGM to consider and, if thought fit, approve the Rights Issue and the Whitewash Waiver. As at the date of this announcement, Mr. Tse and his associates are interested in 50,000,000 Shares and Mr. Puongpun Sananikone and his associates do not hold any Shares.

Further, pursuant to Note 1 to Dispensations from Rule 26 of the Takeovers Code, Integrated Asset, the Underwriter, Mr. Yam and parties acting in concert with any of them will abstain from voting in respect of the resolution(s) to be proposed at the SGM to consider and, if thought fit, approve the Rights Issue and the Whitewash Waiver.

The Circular containing, among other things, further details of the Rights Issue, Whitewash Waiver and the proposed increase in authorised share capital of the Company, a letter of recommendation from the Independent Board Committee to the Independent Shareholders, a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue and the Whitewash Waiver, together with a notice of the SGM, will be despatched by the Company to the Shareholders as soon as practicable.

Subject to the Rights Issue being approved at the SGM, the Prospectus or Prospectus Documents, where appropriate, containing further information on the Rights Issue will be dispatched to the Shareholders as soon as practicable.

RESUMPTION IN TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 2:30 p.m. on 12 June 2008 pending the release of this announcement. Application will be made to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 18 June 2008.

DEFINITIONS

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

“Acceptance Time”	4:00 p.m. on the last date for acceptance of, and payment for, the Rights Shares
“acting in concert”	has the meanings ascribed to it in the Takeovers Code
“associate(s)”	has the same meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which banks are generally open for business in Hong Kong other than a Saturday and a Sunday
“Circular”	the circular to be despatched to the Shareholders by the Company relating to the Rights Issue, the Whitewash Waiver and the proposed increase in authorised share capital

“Company”	Green Global Resources Limited (stock code: 00061), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Convertible Bonds”	the convertible bonds due 2010 issued by the Company which entitle the holders thereof to convert the outstanding principal amount into new Shares at the prevailing conversion price of HK\$0.567 per Share (subject to adjustment) at any time from the date of issue up to and including 1 October 2010
“Director(s)”	director(s) of the Company
“EAF(s)”	the excess application form(s) to be issued in connection with the Rights Issue
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company comprising three independent non-executive Directors, namely Mr. Lim Yew Kong, John, Mr. Albert Theodore Powers and Mr. Pang Seng Tuong, established to give recommendation to the Independent Shareholders regarding the Rights Issue and the Whitewash Waiver
“Independent Financial Adviser”	Access Capital Limited, the independent financial adviser appointed to advise the Independent Board Committee regarding the Rights Issue and the Whitewash Waiver
“Independent Shareholders”	Shareholders other than (i) Mr. Tse, Mr. Puongpun Sananikone and their respective associates; (ii) Mr. Yam, Integrated Asset, the Underwriter and parties acting in concert with any of them; and (iii) other Shareholders (if any) who are involved or interested in the Underwriting Agreement and the Whitewash Waiver

“Integrated Asset”	Integrated Asset Management (Asia) Limited, a company incorporated in the British Virgin Islands with limited liability, whose shares are wholly and beneficially owned by Mr. Yam
“Last Full Trading Day”	11 June 2008, being the last full trading day before the suspension of the trading of the Shares for the purpose of the release of this announcement
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Tse”	Mr. Tse Michael Nam, the Chairman of the Company and an executive Director
“Mr. Yam”	Mr. Yam Tak Cheung
“Non-Qualifying Shareholders”	Overseas Shareholders in respect of whom the Directors, based on legal opinions provided by the legal advisers, consider it necessary or expedient not to offer the Rights Issue to such Shareholders on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in those places
“Overseas Shareholders”	Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register are in a place(s) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued in connection with the Rights Issue
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus to be issued by the Company to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus, PAL and EAF
“Prospectus Posting Date”	the date of posting the Prospectus Documents to Qualifying Shareholders and the Prospectus to Non-Qualifying Shareholders for their info only

“Qualifying Shareholders”	Shareholders, other than the Non-Qualifying Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	the date by reference to which entitlements to the Rights Issue are to be determined
“Remaining Share Options”	the 15,320,000 Share Options the holders of which have not undertaken to the Company not to exercise such Share Options on or prior to the Record Date
“Rights Issue”	the issue by way of rights of one Rights Share for every Share held on the Record Date at a price of HK\$0.108 per Rights Share
“Rights Shares”	new Shares to be issued and allotted under the Rights Issue, being not more than 1,423,218,761 Shares but not less than 1,267,422,572 Shares
“SFC”	the Securities and Futures Commission
“SGM”	the special general meeting of the Company at which resolution(s) will be proposed to consider, and, if thought fit, to approve, among others, the Rights Issue, the Whitewash Waiver and the proposed increase in authorised share capital of the Company
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Options”	the options to subscribe for Shares granted to eligible participants of the Company under the share option scheme of the Company adopted on 30 May 2002
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“Underwriter”	Integrated Capital Asia Limited, a company incorporated in Hong Kong with limited liability, whose shares are wholly and beneficially owned by Mr. Yam

“Underwriting Agreement”	the underwriting agreement dated 12 June 2008 and entered into between the Company, the Underwriter, Mr. Yam, Integrated Asset and Mr. Tse in relation to the underwriting and certain other arrangements in respect of the Rights Issue
“Underwritten Shares”	being not more than 1,156,306,761 Rights Shares but not less than 1,000,510,572 Rights Shares, representing the total number of Rights Shares to be issued pursuant to the Rights Issue less those Rights Shares agreed and undertaken to be taken up by Mr. Tse and Integrated Asset
“Whitewash Waiver”	a waiver required to be granted by the Executive pursuant to Note 1 to Dispensations from Rule 26 of the Takeovers Code to waive the obligation of the Underwriter to make a general offer for all the issued Shares not already owned or agreed to be acquired by the Underwriter or parties acting in concert with it which may otherwise arise as a result of the subscription of the Rights Shares by the Underwriter under the Rights Issue pursuant to the Underwriting Agreement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%” or “per cent.”	percentage or per centum

On behalf of the board of
Green Global Resources Limited
Mr. Tse Michael Nam
Chairman

Hong Kong, 17 June 2008

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

Executive Directors:

Mr. Tse Michael Nam
Mr. Puongpun Sananikone

Independent non-executive Directors:

Mr. Lim Yew Kong, John
Mr. Albert Theodore Powers
Mr. Pang Seng Tuong

* *for identification purpose only*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statement contained in this announcement misleading.