



GREEN GLOBAL RESOURCES LIMITED

綠色環球資源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 61)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Green Global Resources Limited (the “**Company**”) will be held at 9:30 a.m. on Monday, 21 July 2008 at 9 Floor, Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to the fulfillment of the conditions as set out in the underwriting agreement (the “**Underwriting Agreement**”, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) dated 12 June 2008 and entered into among the Company, Integrated Capital (Asia) Limited (the “**Underwriter**”), Integrated Asset Management (Asia) Limited (“**Integrated Asset**”), Mr. Tse Michael Nam and Mr. Yam Tak Cheung (“**Mr. Yam**”), and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the last acceptance day of Rights Shares (as defined below),
 - (i) the issue by way of rights issue (the “**Rights Issue**”) of not less than 1,267,422,572 Company’s shares and not more than 1,423,218,761 Company’s shares (the “**Rights Shares**”) to the Shareholders (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on the date by reference to which entitlements to the Rights Issue are to be determined (the “**Record Date**”) (excluding those Shareholders (the “**Non-Qualifying Shareholders**”) with registered addresses as shown in the register of members of the Company at the close of business on the Record Date in places outside Hong Kong in respect of whom the board (the “**Board**”) of directors (the “**Directors**”) of the Company consider it necessary or expedient not to offer the Rights Shares after making the relevant enquiries regarding the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places) on the basis of one Rights Share for every Share then held is hereby approved, confirmed and ratified;

- (ii) any Directors be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or Non-Qualifying Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
 - (iii) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
 - (iv) the arrangements for application for the Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue be and are hereby approved, confirmed and ratified; and
 - (v) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”
2. “**THAT** subject to the passing of the ordinary resolution numbered 1 set out above, the terms of the waiver granted or to be granted by the Securities and Futures Commission of Hong Kong to the Underwriter, Mr. Yam and the parties acting in concert with any of them pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of waiving the obligation on the part of the Underwriter, Mr. Yam and parties acting in concert with any of them to make a mandatory offer for all the Shares not already owned or agreed to be acquired by them (the “**Whitewash Waiver**”) be and are hereby approved, confirmed and ratified, and that the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver.”

3. **“THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (“**Shares**”) to HK\$800,000,000 divided into 8,000,000,000 Shares of HK\$0.10 each by the creation of an additional 5,000,000,000 Shares (the “**Proposed Increase in Authorised Share Capital**”); and
- (b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Proposed Increase in Authorised Share Capital.”

By order of the Board
Green Global Resources Limited
Tse Michael Nam
Chairman and Chief Executive Officer

Hong Kong, 2 July 2008

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
9th Floor
Wincome Centre
Nos. 39-41 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy attached to this circular must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof should he so wish.
3. Where there are joint holders of any share of the Company, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. Voting on resolutions 1 and 2 above will be conducted by way of poll.

As at the date of this notice, 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*