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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 “SGM”) of the shareholders of Green Global Resources Limited (the “**Company**”) will be held at 11:00 a.m. on 10 November 2009 at 9th Floor, Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional acquisition agreement (the “**Acquisition Agreement**”) dated 22 June 2009 as amended by supplemental agreements dated 26 June 2009 (the “**First Supplemental Agreement**”) and 8 July 2009 (the “**Second Supplemental Agreement**”) and entered into between the Company as purchaser, Mountain Sky Resources (Mongolia) Limited (“**Mountain Sky**”) and Ultra Asset International Ltd. (together with Mountain Sky, the “**Vendors**”) as vendors and Chan Kwan-Hung, King Jun Chih, Joseph and Yu Tsung Chin, William as guarantors in relation to the sale and purchase of such shares of US\$1.00 each in the share capital of North Asia Resources Group Limited at a consideration of HK\$1,760,220,000 (subject to adjustment) (a copy of the Acquisition Agreement, the First Supplemental Agreement and the Second Supplemental Agreement have been produced to the SGM marked “A”, “B” and “C” respectively and signed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

* For identification purposes only

- (b) the creation of 2,547,300,000 convertible preference shares of HK\$0.01 each of the Company be and is hereby approved and the authorised share capital of the Company be and is hereby re-designated and re-classified into (a) 77,452,700,000 ordinary shares of HK\$0.01 each (“**Ordinary Shares**”); and (b) 2,547,300,000 convertible preference shares of HK\$0.01 each (“**Convertible Preference Shares**”) having the rights and benefits and subject to the restrictions as set out in the circular dated 23 October 2009 of the Company (a copy of the aforesaid circular has been produced to the SGM marked “D” and signed by the chairman of the SGM for the purpose of identification) under the section headed “Convertible Preference Shares” in the Letter from the Board, and the existing issued shares of the Company shall be designated as Ordinary Shares;
- (c) the allotment and issue of an aggregate of 63,000,000 Ordinary Shares (each a “**Consideration Share**”) and 2,547,300,000 Convertible Preference Shares credited as fully paid at an issue price of approximately HK\$0.50 per Consideration Share or Convertible Preference Share to the Vendors or their respective nominee(s) in accordance with the Acquisition Agreement be and is hereby approved;
- (d) the issue of the 2% coupon promissory notes in an aggregate principal amount of HK\$442,270,000 to the Vendors or their respective nominee(s) in accordance with the Acquisition Agreement be and is hereby approved;
- (e) the allotment and issue of up to an aggregate of 2,547,300,000 new Ordinary Shares (subject to adjustments) upon the exercise of the conversion rights attaching to the Convertible Preference Shares; and
- (f) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition Agreement as amended by the First Supplemental Agreement and the Second Supplemental Agreement and the transactions contemplated thereunder.”

By order of the Board
Green Global Resources Limited
Tse Michael Nam
Chairman

Hong Kong, 23 October 2009

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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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 SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar 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 appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

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

Executive Directors:

Mr. Tse Michael Nam (*Chairman and Chief Executive Officer*)
Mr. Puongpun Sananikone

Independent non-executive Directors:

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