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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)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION OF FUTHER EQUITY INTERESTS IN GOLDEN POGADA LLC

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

On 18 January 2010, the North Asia and China Railway Mongolia entered in the Memorandum in respect of the proposed acquisition of approximately 9.999% equity interest in Golden Pogada from China Railway Mongolia at a consideration of not more than HK\$200 million by way of the issue of new Shares at a price of not less than HK\$3.8 per Share.

The Board wishes to emphasize that the Proposed Acquisition is subject to, among others, the signing of the Formal Agreement for the sale and purchase of the Sale Shares, the terms and conditions of which are yet to be confirmed. As the Proposed Acquisition may or may not proceed, investors and Shareholders are advised to exercise caution when dealing in the securities of the Company. The Proposed Acquisition, if proceed, may constitute a notifiable transaction for the Company. Further announcement in respect of the Proposed Acquisition will be made by the Company should any formal agreement be entered into as and when appropriate in accordance with the Listing Rules.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

* For identification purpose only

Reference is made to the announcement of Green Global Resources Limited (the “**Company**”) dated 13 November 2009 (the “**Announcement**”) in relation to, among other things, certain new developments relating to the proposed acquisition of the entire issued share capital of North Asia Resources Group Limited (“**North Asia**”) by the Company. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

THE MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that, on 18 January 2010, North Asia, a wholly-owned subsidiary of the Company, and China Railway Mongolia Investment LLC (“**China Railway Mongolia**”) entered into a memorandum of understanding (the “**Memorandum**”) in respect of the proposed acquisition by North Asia of approximately 9.999% equity interest (the “**Sale Shares**”) in Golden Pogada LLC (“**Golden Pogada**”), a non-wholly owned subsidiary of the Company, from China Railway Mongolia (the “**Proposed Acquisition**”) at a consideration of not more than HK\$200 million by way of the issue of new shares of the Company (each a “**Share**”) at a price of not less than HK\$3.8 per Share (the “**Consideration Shares**”). The Sale Shares represents the entire equity interest of China Railway Mongolia in Golden Pogada. To best of the Directors’ knowledge, information and belief, each of China Railway Mongolia and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons.

The Formal Agreement

If a formal agreement in respect of the Proposed Acquisition (the “**Formal Agreement**”) is not entered into within 30 days (or any other later dates as may be agreed between North Asia and China Railway Mongolia) from the date of the Memorandum, the Memorandum will lapse.

The Formal Agreement shall be prepared by the legal advisers of North Asia and China Railway Mongolia and shall include, but not limited to, the following:

- (i) the sale and purchase of the Sale Shares in accordance with the structure as stipulated in the Memorandum and will include the general representations, warranties, undertakings and indemnities normally given by a vendor;
- (ii) China Railway Mongolia will undertake to North Asia and the Company that:
 - (a) China Railway Mongolia shall not dispose of or enter into any agreement to dispose of, the Consideration Shares during the period commencing from the date of completion of the Proposed Acquisition to the date falling on the seventh day upon completion of the construction, examination and commencement of use of a transit and loading dock (the “**Dock**”) and a restricted rail extension line (the “**Extension Rail**”) linking the Dock to the main rail line of the train station in Choir, Govisumber aimag in Mongolia in accordance with the Choir Docking Agreement dated 13 November 2009 entered into between Golden Pogada and China Railway Mongolia; and

- (b) China Railway Mongolia shall not dispose of more than 50% of the Consideration Shares until after (1) Golden Pogada has used the Dock and the Extension Rail to transport for the sale of not less than 1 million tonnes of its iron ore productions or; (2) 12 months from the completion of the Proposed Acquisition, whichever is earlier.

Conditions precedent

Subject to the entering into of the Formal Agreement, China Railway Mongolia and North Asia have come to a preliminary understanding that the completion of the Proposed Acquisition shall be conditional upon the satisfaction of the following conditions:

- (i) North Asia having completed and being satisfied with the results of its due diligence review to be conducted under the relevant clauses of the Memorandum;
- (ii) if required, the passing of ordinary resolution(s) by the shareholders of the Company at a special general meeting of the Company to approve the Formal Agreement and the transactions contemplated thereunder;
- (iii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Consideration Shares;
- (iv) the obtaining of a People's Republic of China ("PRC") legal opinion (in the form and substance satisfactory to North Asia) from a firm of PRC legal advisers appointed by North Asia in relation to the Formal Agreement, including, but not limited to, the legality and effectiveness of the Formal Agreement and the transactions contemplated thereunder and such other matters as may be reasonably required in relation to Golden Pogada;
- (v) the obtaining of a Mongolian legal opinion (in the form and substance satisfactory to North Asia) from a firm of Mongolian legal advisers appointed by North Asia in relation to the Formal Agreement, including, but not limited to, the legality and effectiveness of the Formal Agreement and the transactions contemplated thereunder and such other matters as may be reasonably required in relation to Golden Pogada; and
- (vi) the fulfillment of other clauses (if any) as shall be set out in the Formal Agreement to be agreed between North Asia and China Railway Mongolia.

Exclusivity

In consideration for the entering into of the Memorandum and the relevant due diligence process, China Railway Mongolia undertakes to North Asia that it shall not and shall procure its directors, managements, staffs, representatives or agents not to, directly nor indirectly, (i) enter into any negotiation, initiate or encourage enquiry or offer; (ii) initiate or continue to negotiate or supply any relevant information; or (iii) enter into any agreement, letter of intent or memorandum of understanding, within 30 days from the date of the Memorandum. China Railway Mongolia shall notify North Asia promptly in respect of any enquiry or offer received in this regard.

The Board wishes to emphasize that the Proposed Acquisition is subject to, among others, the signing of the Formal Agreement for the sale and purchase of the Sale Shares, the terms and conditions of which are yet to be confirmed. As the Proposed Acquisition may or may not proceed, investors and Shareholders are advised to exercise caution when dealing in the securities of the Company. The Proposed Acquisition, if proceed, may constitute a notifiable transaction for the Company. Further announcement in respect of the Proposed Acquisition will be made by the Company should any formal agreement be entered into as and when appropriate in accordance with the Listing Rules.

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

Hong Kong, 18 January 2010

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