

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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 ENERGY GROUP LIMITED**

**綠色能源科技集團有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 979)

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **THE PLACING**

The Board wishes to announce that after trading hours on 9 November 2023, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, in aggregate up to 220,000,000 Placing Shares at the Placing Price of HK\$0.128 per Placing Share, to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties.

The maximum number of the Placing Shares (being 220,000,000 Placing Shares) represents (i) approximately 19.36% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.22% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming the maximum number of the Placing Shares is placed).

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the maximum gross proceeds from the Placing will be HK\$28.16 million and the maximum net proceeds from the Placing (after deduction of commission and other expenses of the Placing) will be approximately HK\$27.76 million. The Company plans to use the net proceeds of the Placing as to (i) approximately HK\$5.55 million for business development of the Group; and (ii) approximately HK\$22.21 million for working capital of the Group.

## **GENERAL**

The Placing Shares will be allotted and issued under the general mandate granted to the Directors at the annual general meeting of the Company held on 24 November 2022. The allotment and issue of the Placing Shares are not subject to any additional Shareholders' approval.

**Since Completion is subject to the fulfilment of the condition as described below, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **THE PLACING AGREEMENT**

The Board wishes to announce that after trading hours on 9 November 2023, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, in aggregate up to 220,000,000 Placing Shares at the Placing Price of HK\$0.128 per Placing Share, to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties.

The principal terms of the Placing Agreement are summarised below:

### **Date**

9 November 2023

### **Parties**

- (i) the Company; and
- (ii) the Placing Agent

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the Placing Agent and its ultimate beneficial owner(s) is an Independent Third Party.

### **Number of Placing Shares**

The Placing Agent has conditionally agreed to place, in aggregate, up to 220,000,000 Placing Shares at the Placing Price of HK\$0.128 per Placing Share on a best endeavour basis, to not less than six Placees. Such maximum number of Placing Shares represents (i) approximately 19.36% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.22% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming the maximum number of the Placing Shares is placed). The aggregate nominal value of the Placing Shares under the Placing (assuming the maximum number of the Placing Shares is placed) will be HK\$22,000,000.

### **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid up, will rank pari passu in all respects with other Shares in issue as at the date of allotment and issue of the Placing Shares.

### **Placees**

The Placing Shares will be placed to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties. The Placing Agent has represented, warranted and undertaken to the Company that none of the Placees will become a substantial shareholder (within the meaning of the Listing Rules) of the Company upon Completion.

### **Placing Price**

The Placing Price is HK\$0.128 per Placing Share, which represents:

- (i) a discount of approximately 5.88% to the closing price of HK\$0.136 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (ii) a discount of approximately 19.70% to the average closing price of HK\$0.1594 per Share as quoted on the Stock Exchange for the last five trading days immediately preceding the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to the recent market price of the Shares, the prevailing market conditions and the liquidity of the Shares.

Assuming the maximum number of the Placing Shares is placed, the maximum gross proceeds from the Placing will be HK\$28.16 million and the maximum net proceeds from the Placing (after deduction of commission and other expenses of the Placing) will be approximately HK\$27.76 million. On such basis, the net Placing Price will be approximately HK\$0.126 per Placing Share.

### **Placing commission**

The Placing Agent will receive a placing commission of 1% of the aggregate Placing Price of the Placing Shares successfully placed in accordance with the Placing Agreement. The placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing commission rates charged by other placing agents and the current market conditions.

## **Condition of the Placing**

The Placing is conditional upon the granting or agreeing to grant by the Stock Exchange of the listing of, and permission to deal in, all of the Placing Shares. If the above condition is not satisfied by 29 November 2023 (or such later date as the Company and the Placing Agent may agree in writing), all obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and determine, and none of the Placing Agent or the Company shall have any claim against the other in relation to the Placing (save in respect of any antecedent breach of any obligation under the Placing Agreement).

## **Completion**

Completion shall take place within five Business Days following the day on which the above condition is satisfied (or such other date as the Company and the Placing Agent may agree in writing).

## **Termination**

Under the Placing Agreement:

- (1) the Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of Completion if:
  - (a) there is any change in the national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
  - (b) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
  - (c) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or make it inadvisable or inexpedient for the Placing to proceed; and
- (2) the Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the date of Completion if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.

Upon termination of the Placing Agreement as mentioned above, all liabilities of the parties thereto thereunder shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

### **APPLICATION FOR LISTING**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, all of the Placing Shares.

### **GENERAL MANDATE TO ALLOT AND ISSUE THE PLACING SHARES**

The Placing Shares will be allotted and issued pursuant to the general mandate granted to the Directors pursuant to a resolution passed by the Shareholders at the annual general meeting of the Company held on 24 November 2022. Under such general mandate, the Directors are allowed to allot and issue up to 227,261,635 Shares until the revocation, variation or expiration of the general mandate. As at the date of this announcement, no new shares of the Company have been issued under such general mandate since its grant.

Accordingly, the allotment and issue of the Placing Shares are not subject to additional Shareholders' approval.

### **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Company is an investment holding company. The Group is principally engaged in (i) renewable energy business; (ii) waste construction materials and processing service; (iii) plastic recycling/metal scrap business; and (iv) money lending business.

In view of the current market conditions, the Company intends to strengthen its financial position through the Placing, which will enable the Company to broaden its capital base and raise additional funds to facilitate the Group's business operations and future development. As such, the Directors consider that the Placing is in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the maximum gross proceeds from the Placing will be HK\$28.16 million and the maximum net proceeds from the Placing (after deduction of commission and other expenses of the Placing) will be approximately HK\$27.76 million. The Company plans to use the net proceeds of the Placing as to (i) approximately HK\$5.55 million for business development of the Group; and (ii) approximately HK\$22.21 million for working capital of the Group.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## FUND RAISING ACTIVITY IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activity in the twelve months immediately before the date of this announcement.

## EFFECTS ON SHAREHOLDING STRUCTURE

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon Completion (assuming the maximum number of the Placing Shares is placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out as below:

Name of Shareholders	As at the date of this announcement		Immediately after Completion (assuming all Placing Shares have been placed)	
	No. of Shares	Approximate %	No. of Shares	Approximate %
New Glory Business Corporation	267,829,436	23.57	267,829,436	19.75
Rich Bay Global Limited ("Rich Bay") (Note 1)	147,244,000	12.96	147,244,000	10.85
Placees	–	–	220,000,000	16.22
Other public Shareholders	<u>721,234,740</u>	<u>63.47</u>	<u>721,234,740</u>	<u>53.18</u>
<b>Total (Note 2)</b>	<b><u>1,136,308,176</u></b>	<b><u>100.00</u></b>	<b><u>1,356,308,176</u></b>	<b><u>100.00</u></b>

Notes:

1. Rich Bay was wholly-owned by Superactive Asset Management Limited, which was in turn owned as to 45% by Mr. Lee Chi Shing Caesar and as to 55% by Ms. Yeung So Lai.
2. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

**Since Completion is subject to the fulfilment of the condition as described above, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions having the following meanings:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, a Sunday or public holiday or any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which commercial banks in Hong Kong are open for business
“Company”	Green Energy Group Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“Completion”	completion of the Placing in accordance with the terms and conditions as set out in the Placing Agreement
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individual(s), corporate(s), institutional investor(s) or other investor(s) procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement

“Placing”	the offer by way of private placing of the Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Tiger Faith Securities Limited, a corporation licensed to carry on business in Type 1 (dealing in securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 9 November 2023 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.128 per Share
“Placing Shares”	up to 220,000,000 new Shares to be allotted and issued pursuant to the terms and conditions of the Placing Agreement and each, a “Placing Share”
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

On behalf of the Board  
**Green Energy Group Limited**  
**Lo Kam Wing, JP**  
*Chairman*

Hong Kong, 9 November 2023

*As at the date of this announcement, the Company has three executive Directors, namely, Mr. Lo Kam Wing, JP, Mr. Luo Xian Ping and Mr. Ho Wai Hung, and three independent non-executive Directors, namely, Mr. Tam Chun Wa, Mr. Man Kwok Leung and Ms. Jiang Zhihua.*

\* *For identification purpose only*