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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Green (Holdings) Limited, you should at once hand this circular together with the form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**CHINA GREEN (HOLDINGS) LIMITED****中國綠色食品（控股）有限公司\****(Incorporated in Bermuda with limited liability)*

(Stock code: 904)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of China Green (Holdings) Limited to be held at The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong on Wednesday, 30 September 2009 at 1:00 p.m. at which, among other things, the above proposals will be considered, is set out on pages 14 to 17 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to China Green (Holdings) Limited's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

\* For identification purpose only

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## **RESPONSIBILITY STATEMENT**

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This circular includes particulars given in compliance with the Listing Rules (as defined herein) and Takeovers Code (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein) collectively and individually accept full responsibility for the accuracy of the information contained in this circular concerning the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong on Wednesday, 30 September 2009 at 1:00 p.m.
“Associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	China Green (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“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
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with shares in the capital of the Company of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	26 August 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### CHINA GREEN (HOLDINGS) LIMITED

中國綠色食品(控股)有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock code: 904)

*Executive Directors:*

SUN Shao Feng (*Chairman and Managing Director*)

NIE Xing

IP Siu Kay

KUNG Sze Wai

LEUNG Kwok Fai Ben Rich

*Registered office:*

Clarendon House

2 Church Street

Hamilton, HM11

Bermuda

*Independent Non-Executive Directors:*

HUANG Zhigang

HU Ji Rong

ZHENG Baodong

*Principal place of business in*

*Hong Kong:*

Suites 1904-05, 19th Floor

Harbour Centre

25 Harbour Road

Wanchai, Hong Kong

31 August 2009

*To the Shareholders and for information only,  
holders of Zero Coupon Convertible Bonds*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the shareholders at the AGM in respect of, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolution for re-electing Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the annual general meeting of the Company held on 30 September 2008, ordinary resolutions were passed by the then Shareholders of the Company giving (a) a general and unconditional mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company as at the date of passing such resolution and (b) a general and unconditional mandate to the Directors to repurchase Shares of the Company up to a maximum of 10% of the share capital of the Company as at the date of passing such resolution.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Issue Mandate and the Repurchase Mandate shall be valid from the date of passing of such resolutions until the earlier of (a) the conclusion of the next annual general meeting following the passing of the said resolutions; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or (c) the revocation or variation of the said general mandates by Shareholders in general meeting. The Directors also proposed to seek your approval to grant an extension mandate to add to the Issue Mandate any securities representing the aggregate nominal value of Shares repurchased pursuant to the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 5 to 7 set out in the notice of AGM on pages 14 to 17 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

Assuming no further new Shares to be issued or no Shares to be repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 88,403,554 Shares.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Sun Shao Feng, Mr. Nie Xing, Mr. Ip Siu Kay, Mr. Kung Sze Wai, Mr. Leung Kwok Fai Ben Rich, Mr. Huang Zhigang, Mr. Hu Ji Rong and Mr. Zheng Baodong.

Pursuant to Bye-law 86(2) of the Bye-Laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until

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## LETTER FROM THE BOARD

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the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting. Accordingly, Messrs. Nie Xing, Ip Siu Kay and Huang Zhigang, being Directors appointed after the last general meeting of the Company, shall retire and, being eligible, offered themselves for re-election at the AGM.

Pursuant to Bye-law 87(1) of the Bye-Laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Every Director, whether or not appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Accordingly, Messrs. Sun Shao Feng, Leung Kwok Fai Ben Rich and Zheng Baodong, shall retire from office as Directors by rotation at the AGM and Mr. Sun Shao Feng and Mr. Zheng Baodong being eligible, offered themselves for re-election. Mr. Leung Kwok Fai Ben Rich confirmed to the Company that he will not offer himself for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 14 to 17 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the Issue Mandate and the Repurchase Mandate, and for the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of AGM will be voted by poll.

### **RECOMMENDATION**

The Directors consider that the proposed ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate, and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

### **GENERAL**

Your attention is also drawn to the appendices to this circular.

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## LETTER FROM THE BOARD

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### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**China Green (Holdings) Limited**  
**Sun Shao Feng**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

#### **1.     LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

#### **2.     SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 884,035,540 Shares. On the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 88,403,554 Shares, representing 10% of the issued share capital as at the date of AGM.

#### **3.     REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

#### **4.     FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and bye-laws, the laws of Bermuda and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

#### **5.     GENERAL**

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statements of the Company for the year ended 30 April 2009 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:–

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2008</b>		
August	8.310	6.500
September	7.000	5.500
October	6.340	3.850
November	6.200	4.860
December	6.610	4.970
<b>2009</b>		
January	6.300	4.850
February	5.330	4.420
March	5.600	4.300
April	6.330	4.200
May	7.800	5.800
June	8.750	7.020
July	8.920	8.000
August (up to Latest Practicable Date)	8.540	8.000

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

**8. CONNECTED PERSON**

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9.     TAKEOVERS CODE**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Sun Shao Feng ("Mr. Sun"), the Chairman of the Company, is interested in 405,606,000 Shares (representing approximately 45.88% of the total issued share capital of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Sun would be increased from 45.88% to approximately 50.98% of the issued share capital of the Company. As a result, Mr. Sun (and person acting in concert with him) may be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Company has no present intention to repurchase Shares to such extent as such that an obligation to make a general offer under the Takeovers Code will be triggered.

**10.    SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Bye-law 86(2) and Bye-law 87(1) of the Bye-Laws.

**Mr. Sun Shao Feng, aged 44, the Chairman of the Company**

Mr. Sun is the Chairman, managing director and founder of the Group since its establishment. Mr. Sun is mainly responsible for the overall management, business development, strategic planning and sales and marketing functions of the Group. He has many years of management experience in the agricultural industry. Prior to joining the Group in May 1998, he had worked for the government office of Fuzhou City (福州市委). He is also a committee member of the Chinese People's Political Consultative Conference of the Fujian Province Quanzhou City (中國人民政治協商會議泉州市委員會) and the vice-president of the Hui An County Association of Industry and Commerce (惠安縣工商業聯合會). His accomplishment is widely recognized by the PRC government. In 2000, he was accredited with the top 10 young entrepreneurs as well as the Model Labour of Quanzhou City. In 2001, he was nominated by the Central Office of the Communist Youth Group (共青團中央辦公廳) as one of the National Villages Young Entrepreneurial Leaders (全國農村青年創業致富帶頭人). He graduated in July 2002 from Correspondence College of the Central School of the Communist Party of China (中共中央黨校函授學院) majoring in Economics and Management. Mr. Sun did not hold any directorships in other listed public companies in the last three years.

Mr. Sun entered into a service agreement with the Company on 20 December 2003 for an initial term of three years commencing on 13 January 2004 and shall continue thereafter the expiration of the said three years term unless and until terminated by either party giving to the other not less than six months' notice in writing. He is subject to retirement by rotation at least once every three years and in accordance with the Bye-laws of the Company ("Bye-laws"). He is entitled to an annual emolument of HK\$720,000 (approximately RMB634,000) pursuant to the service agreement. The salaries, allowances and benefits in kind and the discretionary bonus paid to Mr. Sun for the year ended was approximately HK\$3,282,000 (RMB2,890,000) in aggregate. His emolument is subject to review by the Compensation Committee and the prevailing market conditions. He is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Sun is interested in (i) 405,606,000 shares of the Company held through Capital Mate Limited, a company wholly and beneficially owned by him, and (ii) share option of the Company exercisable into 8,400,000 shares of the Company, within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Sun does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company.

**Mr. Nie Xing, aged 45, an executive Director**

Mr. Nie is an executive director of the Group. He joined the Group in June 2001 as the chief operating officer and appointed as an executive director on 5 November 2008. He is mainly responsible for financial planning and analysis, management, investment and corporate financing of the Group. He graduated from Jiangxi University of Finance and Economics (江西財經學院) with a bachelor degree in Commerce and Economics in 1986 and obtained a master degree in Business Administration from the Open University of Hong Kong in December 2000. He is also a member of the Compensation Committee and the Nomination Committee of the Company. Mr. Nie did not hold any directorships in other listed public companies in the last three years.

Mr. Nie entered into a service agreement with the Company on 5 November 2008 for an initial term of three years commencing on 5 November 2008 and shall continue thereafter the expiration of the said three years term unless and until terminated by either party giving to the other not less than six months' notice in writing. He is subject to retirement at the next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the By-laws. He is entitled to an annual emolument of HK\$600,000 (approximately RMB528,000) pursuant to the service agreement. The salaries, allowances and benefits in kind and the discretionary bonus paid to Mr. Nie for the year ended was approximately HK\$569,000 (RMB501,000) in aggregate. His emolument is subject to review by the Compensation Committee and the prevailing market conditions. He is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Nie does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Ip Siu Kay, aged 37, an executive Director**

Mr. Ip is an executive Director of the Group. He joined the Group in January 2008 and appointed as an executive director on 5 November 2008. He was appointed as the financial controller and company secretary of the Company on 24 August 2009. He is mainly responsible for managing and coordinating the Group's financial reporting and secretarial matters. He was admitted as a fellow member of the Association of Certified Chartered Accountants and associate member of the Hong Kong Institute of Certified Public Accountants in 2007 and 2003 respectively. He has accumulated around 10 years experience in an accounting firm and was mainly responsible in accounting, taxation and auditing and company secretarial works. Prior to joining the Group, he worked for another listed company in Hong Kong engaged in food selling business. Mr. Ip did not hold any directorships in other listed public companies in the last three years.

Mr. Ip entered into a service agreement with the Company on 5 November 2008 for an initial term of three years commencing on 5 November 2008 and shall continue thereafter the expiration of the said three years term unless and until terminated by either party giving to the other not less than six months' notice in writing. He is subject to retirement at the next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Bye-laws. He is entitled to an annual emolument of HK\$600,000 (approximately RMB528,000) pursuant to the service agreement. The salaries, allowances and benefits in kind and the discretionary bonus paid to Mr. Ip for the year ended was approximately HK\$343,000 (RMB302,000) in aggregate. His emolument is subject to review by the Compensation Committee and the prevailing market conditions. He is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Ip does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Huang Zhigang, aged 45, an independent non-executive Director**

Mr. Huang is an independent non-executive director of the Company. Mr. Huang graduated from the Fujian Normal University with a Doctor in Economics. He is currently the Dean of College of Management, the professor of Finance and the Ph.D. Professor of Finance Engineering Programme of Fuzhou University. He is also the vice-president of China Industrial Economy Research Association, the vice-president and secretary of Fujian Province Audltescent Economic Development Association and the executive member of Fujian Securities Research Association. He has been an independent director of Fujian Nanan Rural Cooperative Bank since May 2007. Mr. Huang is also the Chairman of each of the Audit Committee, the Compensation Committee and the Nomination Committee of the Company. Save as aforesaid, Mr. Huang did not hold any directorships in other listed public companies in the last three years.

There is no service contract entered into between Mr. Huang and the Company and his term of appointment is two years commencing on 12 January 2009. He is subject to retirement at the next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Bye-laws. Mr. Huang's emolument in compensation for his services to the Company is fixed at RMB30,000 per annum and is determined by the Board with reference to the recommendation of the Compensation Committee and the prevailing market conditions.

Mr. Huang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Zheng Baodong, aged 42, an independent non-executive Director**

Mr. Zheng is an independent non-executive director of the Company. He graduated and received his master and doctorate degree in Horticulture from Fujian University of Agricultural (福建農學院), major in storage and processing of agricultural products. Currently, Mr. Zheng is the Deputy Dean of the Faculty of Food Science and Technology and the Head of the Food Science and Technology Research Centre and appointed as a Professor at Fujian Agriculture and Forestry University. He is also the president of Fujian Province Food Additives Industrial Association (福建省食品添加劑工業協會), Vice President of Fujian Province Institute of Nutrition (福建省營養學會) and Deputy Secretary and Executive of Fujian Province Institute of Food and Science Technology (福建省食品科學技術學會). Mr. Zheng is entitled to receive special government allowance from the China State Council for expert. Mr. Zheng has extensive experience in education, scientific research and development activities in food science and technology sector, and in recent years he also involved in development of scientific and technological research items and various horizontal integration cooperation projects. He is also a member of each of the Audit Committee, the Compensation Committee and the Nomination Committee of the Company. Mr. Zheng did not hold any directorships in other listed public companies in the last three years.

There is no service contract entered into between Mr. Zheng and the Company and his term of appointment is two years commencing on 20 January 2008. He is subject to retirement by rotation at least once every three years and in accordance with the Bye-laws. Mr. Zheng's emolument in compensation for his services to the Company is fixed at RMB25,000 per annum and is determined by the Board with reference to the recommendation of the Compensation Committee and the prevailing market conditions.

Mr. Zheng does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of above Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA GREEN (HOLDINGS) LIMITED

中國綠色食品（控股）有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock code: 904)

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of China Green (Holdings) Limited (the “Company”) will be held at The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong, on Wednesday, 30 September 2009 at 1:00 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Independent Auditor of the Company and its subsidiaries for the year ended 30 April 2009.
2. To declare a final dividend for the year ended 30 April 2009.
3. To re-elect the Directors and to authorize the Directors to fix their remuneration.
4. To re-appoint CCIF CPA Limited as Auditor and to authorize the Directors to fix their remuneration.

As special businesses, to consider and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

5. **“THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company; shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors of the Company to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or 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 applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.”

By Order of the Board  
**China Green (Holdings) Limited**  
**Ip Siu Kay**  
*Company Secretary*

Hong Kong, 31 August 2009

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy (if required by the Directors), the 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 with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
4. With respect of resolution no. 3 of this notice, Mr. Sun Shao Feng, Mr. Nie Xing, Mr. Ip Siu Kay, Mr. Zheng Baodong and Mr. Huang Zhigang shall retire from the office of directorship and shall offer themselves for re-election in accordance with the Company's Bye-laws. Details of them which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 31 August 2009.
5. As at the date of this notice, the Directors of the Company are Mr. Sun Shao Feng, Mr. Nie Xing, Mr. Ip Siu Kay, Mr. Kung Sze Wai, Mr. Leung Kwok Fai Ben Rich, Mr. Huang Zhigang, Mr. Hu Ji Rong and Mr. Zheng Baodong.