
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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,
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF LIMIT UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Tuesday, 30 September 2008 at 1:00 p.m. at which, among other things, the above proposals will be considered, is set out on pages 13 to 16 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 Shops 1712-1716, 17th 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

This circular includes particulars given in compliance with the Listing Rules (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.

DEFINITIONS

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 Tuesday, 30 September 2008 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 per cent. 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”	25 August 2008, 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
“Refreshment”	the proposed refreshment of the 10% general limit on grant of options under the Share Option Scheme

DEFINITIONS

“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 per cent. 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
“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
“Share Option Scheme”	the share option scheme adopted by the Company on 12 December 2003
“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.

LETTER FROM THE BOARD



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*)

KUNG Sze Wai

LEUNG Kwok Fai Ben Rich

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-Executive Directors:

HU Ji Rong

LIN Chuan Bi

ZHENG Baodong

Principal place of business in Hong Kong:

Suites 1904-05, 19th Floor

Harbour Centre

25 Harbour Road

Wanchai, Hong Kong

28 August 2008

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

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES,
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF LIMIT UNDER THE SHARE OPTION SCHEME
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 in respect of, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the ordinary resolution for re-electing Directors; and (iii) the ordinary resolution for the Refreshment.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 10 October 2007, 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 13 to 15 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 176,807,108 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 six Directors, namely Mr. Sun Shao Feng, Mr. Kung Sze Wai, Mr. Leung Kwok Fai Ben Rich, Mr. Hu Ji Rong, Mr. Lin Chuan Bi and Mr. Zheng Baodong.

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

LETTER FROM THE BOARD

rotation at least once every three years. Accordingly, Messrs. Kung Sze Wai and Leung Kwok Fai Ben Rich, shall retire from office as Directors by rotation at the AGM pursuant to Bye-law 87 (1) and being eligible, offered themselves for re-election.

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

REFRESHMENT OF THE LIMIT UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 12 December 2003. The purpose of the Share Option Scheme is to enable the Board to grant options to selected participants as incentives or rewards for their contributions to the Group.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date. As at 12 December 2003, being the date on which the Share Option Scheme was adopted, the Company had 4,900,000 issued Shares and therefore the Company may grant options to subscribe for up to 490,000 Shares.

The 10% general limit under the Share Option Scheme was subsequently refreshed by the then Shareholders at the annual general meeting of the Company held on 23 September 2004. Under the refreshed limit, the Company may grant options to eligible participants to subscribe for a maximum of 62,250,000 Shares, being 10% of the Shares in issue on 23 September 2004.

As at the Latest Practicable Date, options to subscribe for a total of 61,500,000 Shares were granted under the Share Option Scheme, options to subscribe for 34,125,000 Shares were exercised and options to subscribe for 27,375,000 Shares granted but yet exercised were outstanding. The Shares fall to be issued under the outstanding options representing approximately 3.10% of the issued share capital of the Company as at the Latest Practicable Date. There were no options lapsed or cancelled up to the Latest Practicable Date.

The Company may further grant options to subscribe for 750,000 Shares under the Share Option Scheme, representing approximately 0.08% of the number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, there were 884,035,540 Shares in issue, assuming no further issue or repurchase of Shares prior to the AGM and upon the refreshment of the general limit under the Share Option Scheme by the Shareholders at the AGM, the Company may grant options entitling holders thereof to subscribe for 88,403,554 Shares. No options may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme exceed 30% of the Shares in issue from time to time.

At the AGM, an ordinary resolution will be proposed to the Shareholders to refresh the general limit on the grant of options under the Share Option Scheme to 10% of the number of Shares in issue as at the date of approval of such resolution.

LETTER FROM THE BOARD

Application will be made to the Stock Exchange for granting approval of the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options to be granted under the refreshment limit of the Share Option Scheme.

ANNUAL GENERAL MEETING

Set out on pages 13 to 16 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, for the re-election of Directors and for the refreshment of limit under the Share Option Scheme.

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 Shops 1712-1716, 17th 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.

PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-Laws, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (v) if required by the rules of the Designated Stock Exchange (as defined in the Bye-Laws), by the chairman of such meeting and/or the Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) of the total voting rights of all members having the right to vote at such meeting.

LETTER FROM THE BOARD

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the refreshment of limit under the Share Option Scheme 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.

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 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 2008 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>
2007		
August	7.100	5.520
September	8.550	6.200
October	9.160	7.100
November	8.800	7.510
December	8.400	7.650
2008		
January	9.600	7.200
February	9.150	7.400
March	9.250	7.140
April	11.300	8.390
May	10.900	9.070
June	10.720	9.060
July	9.450	7.950
August (up to Latest Practicable Date)	8.310	6.500

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 405,303,000 Shares (representing approximately 45.85% 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 45.85% to approximately 50.94% 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.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 87(1) of the Bye-Laws.

Mr. Kung Sze Wai, aged 36, an executive Director

Mr. Kung is the financial controller and Company Secretary of the Group. He joined the Group since 2002. He is mainly responsible for managing and coordinating the Group's financial reporting and secretarial matters. Prior to joining the Group, he has accumulated around 5 years experience in an accounting firm until August 2002 and was mainly responsible in accounting, taxation, auditing and company secretarial works. He graduated from Monash University, Australia with a bachelor degree in Business in 2000 and obtained a master degree in Corporate Finance from the Hong Kong Polytechnic University in 2003. He was admitted as an associate member of the Association of International Accountants and the Hong Kong Institute of Certified Public Accountants in October 2000 and in February 2001 respectively. Mr. Kung did not hold any directorship in other public companies in the past three years.

Mr. Kung entered into a service agreement with the Company on 20 December 2003 for an initial term of three years commencing on 13 January 2004, the date of commencement of listing of the Shares on the Stock Exchange 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 entitled to an annual emolument of HK\$360,000 as stipulated in the service agreement which is determined with reference to market conditions and he is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Kung does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Leung Kwok Fai Ben Rich, aged 50, an executive Director

Mr. Leung is an executive director of the Group. Mr. Leung joined the Group in October 2003 and his role is to oversee the financial planning of the Group's business development. He has over 20 years of experience in accounting, taxation and auditing. Mr. Leung is the company secretary of Victory Group Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited. Mr. Leung graduated from Northwest Missouri State University in the USA with a bachelor degree of science majoring in accounting, and from Charles Sturt University in Australia with a master degree of accountancy. Mr. Leung is an associate member of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Company Secretaries, and the Taxation Institute of Hong Kong. Mr. Leung did not hold any directorship in other public companies in the past three years.

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Leung entered into a service agreement with the Company on 20 December 2003 for an initial term of three years commenced on 13 January 2004, the date of commencement of listing of the Shares on the Stock Exchange 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 entitled to an annual remuneration of HK\$120,000 as stipulated in the service agreement which is determined with reference to market conditions and he is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Leung does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Tuesday, 30 September 2008 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 2008.
2. To declare a final dividend for the year ended 30 April 2008.
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

NOTICE OF ANNUAL GENERAL MEETING

- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
8. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares issuable upon exercise of the options to be granted pursuant to the authority hereby given, the board of directors of the Company be is hereby authorized to grant options under the share option scheme of the Company adopted on 12 December 2003 pursuant to which Shares representing up to 10 per cent. of the number of Shares in issue as at the date of passing of this resolution may be issued upon the exercise of such options (“Refreshed Scheme Limit”) and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Scheme Limit”.

By Order of the Board
China Green (Holdings) Limited
Kung Sze Wai
Company Secretary

Hong Kong, 28 August 2008

NOTICE OF ANNUAL GENERAL MEETING

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 Shops 1712-1716, 17th 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. Kung Sze Wai and Mr. Leung Kwok Fai Ben Rich shall retire from the office of directorship and shall offer themselves for re-election in accordance with the Company's Bye-laws. Details of Mr. Kung Sze Wai and Mr. Leung Kwok Fai Ben Rich which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 28 August 2008.
5. As at the date of this notice, the directors of the Company are Mr. Sun Shao Feng, Mr. Kung Sze Wai, Mr. Leung Kwok Fai Ben Rich, Mr. Hu Ji Rong, Mr. Lin Chuan Bi and Mr. Zheng Baodong.