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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)

ANNOUNCEMENT

**INSIDE INFORMATION IN RELATION TO
RMB515,280,000 US DOLLAR SETTLED 7.00 PER CENT SECURED
CONVERTIBLE BONDS DUE 2016 (ISIN: XS0927200633) AND
RMB515,280,000 US DOLLAR SETTLED 10.00 PER CENT SECURED
CONVERTIBLE BONDS DUE 2016 (ISIN: XS0927201011)**

This announcement is made by China Green (Holdings) Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Reference is made to the announcement of the Company dated 14 November 2013 relating to the issuance of the RMB515,280,000 US Dollar Settled 7.00 Per Cent Secured Convertible Bonds Due 2016 (ISIN: XS0927200633) and the RMB515,280,000 US Dollar Settled 10.00 Per Cent Secured Convertible Bonds Due 2016 (ISIN: XS0927201011) (collectively, the “**Convertible Bonds**”). Pursuant to the terms and conditions of the Convertible Bonds, the repayment date in respect of the outstanding principal and interests of the Convertible Bonds is on 12 April 2016 (the “**Maturity Date**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) announces that based on current discussions with the banks to remit its cash reserves overseas, the Company is unlikely to have sufficient cash offshore to repay the outstanding principal and interests of the Convertible Bonds on the Maturity Date, despite the completion of the Disposal (as referred to in the announcement of the Company dated 23 March 2016).

Considering this and other factors relating to the Company's business and operations, the Company plans to seek the agreement of holders of the Convertible Bonds (the "**Bondholders**") to extend the timeframe to repay the outstanding principal and interests of the Convertible Bonds beyond the Maturity Date and other necessary amendments to the terms of the Convertible Bonds.

While the Company does not envisage timely repayment of the outstanding principal and interests of the Convertible Bonds, the Company remains fully committed to repay all outstanding principal and interest accrued on the Convertible Bonds and has appointed a financial advisor to advise it on the upcoming discussions with Bondholders.

Further details relating to the progress and outcome of the Company's discussion with Bondholders will be announced in due course. Bondholders may contact the Company at ir@chinagreen.com.hk with regard to matters relating to the Convertible Bonds.

WARNING

The outcome of the discussion between the Company and Bondholders is not known at this stage and there is no certainty that the Company and Bondholders will be able to reach an agreement on the amendments to the Convertible Bonds. Shareholders of the Company and potential investors should exercise caution when they deal or contemplate dealing in the shares or other securities of the Company.

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

Hong Kong, 4 April 2016

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Sun Shao Feng (Chairman and Chief Executive Officer) and Mr. Chen Changgai; and four independent non-executive Directors, namely Mr. Wei Xiongwen, Mr. Hu Ji Rong, Mr. Zeng Shaoxiao and Ms. Yu Xiao Min.