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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)

**(A) FURTHER DELAY IN DESPATCH OF CIRCULAR; (B) SECOND
SUPPLEMENTAL UNDERWRITING AGREEMENT; AND
(C) REVISED EXPECTED TIMETABLE AND CHANGE OF BOOK
CLOSURE PERIOD AND THE RECORD DATE IN RELATION TO
OPEN OFFER OF NOT LESS THAN 2,384,570,154 OFFER SHARES
AND NOT MORE THAN 2,895,459,776 OFFER SHARES
AT HK\$0.12 PER OFFER SHARE
ON THE BASIS OF 2 OFFER SHARES FOR EVERY 1 SHARE
HELD ON THE RECORD DATE
AND
CHANGE OF BOARD LOT SIZE**

Reference is made to the announcement of the Company dated 19 January 2016 (“**Announcement**”) and the announcement of the Company dated 22 February 2016 (“**Second Announcement**”) in relation to, among other matters, the Open Offer and the proposed change of board lot size. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

DELAY IN DESPATCH OF CIRCULAR

As set out in the Second Announcement, a circular containing, among others, details of the Open Offer, the advice and recommendations of the Independent Board Committee (which comprises all the independent non-executive Directors), the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Open Offer, together with a notice convening the SGM will be despatched to the Shareholders on or before Monday, 7 March 2016.

As disclosed in the announcement of the Company dated 29 February 2016, the Company and other relevant parties have entered into an amended and restated equity transfer agreement to amend certain terms of the equity transfer agreement in relation to the proposed disposal (“**Disposal**”) of the entire equity interest in 廈門粗糧王飲品科技有限公司 (in English for identification only, Xiamen Culiangwang Beverage Technology Co., Ltd.), an indirect subsidiary of the Company (further particulars of which are set out in the circular of the Company dated 21 August 2015 and approved by the Shareholders at the special general meeting of the Company held on 14 September 2015). As the Disposal is a very substantial disposal as classified under Chapter 14 of the Listing Rules and the amended and restated equity transfer agreement represented a material change to the terms of the Disposal, the amended and restated equity transfer agreement is conditional on Shareholders’ approval at general meeting under Rules 14.36 and 14.40 of the Listing Rules and a special general meeting is to be convened for the purpose for the Shareholders to consider and, if thought fit, to pass the requisite resolution(s) to approve the amended and restated equity transfer agreement.

In view of the above, to allow the Shareholders to have sufficient time on an informed basis to consider and vote on the resolution for approving the Open Offer to be proposed at the SGM after the result of progress of the Disposal is certain, the Company proposed to further postpone the despatch date of the circular to a date on or before Thursday, 7 April 2016.

SUPPLEMENTAL UNDERWRITING AGREEMENT

As a result of the delay in despatch of the circular, on 7 March 2016, the Company and the Underwriter entered into a second supplemental agreement to the Underwriting Agreement (“**Second Supplemental Agreement**”) to revise certain dates of the timetable of the Open Offer.

Save for the revision to the timetable of the Open Offer, there is no other change to the Underwriting Agreement (as varied and supplemented by the supplemental agreement dated 22 February 2016 (“**Supplemental Agreement**”, details of which as set out in the Second Announcement).

REVISED EXPECTED TIMETABLE

The expected timetable for the implementation of the Open Offer and the proposed change of board lot size has been revised and the details of which are set out below. All dates and times set out in the timetable below refer to Hong Kong time.

Event	Time and Date
Expected date of despatch of circular with notice of the SGM	Thursday, 7 April 2016
Latest time for lodging transfer of Shares in order to qualify for attending and voting at the SGM	4:30 p.m. on Wednesday, 20 April 2016
Register of members of the Company closed	Thursday, 21 April 2016 to Monday, 25 April 2016 (both dates inclusive)
Latest time for lodging forms of proxy for the purpose of the SGM (not less than 48 hours before the SGM)	10 a.m. on Saturday, 23 April 2016
Time and date of the SGM	10 a.m. on Monday, 25 April 2016
Announcement of results of the SGM	Monday, 25 April 2016
Register of members of the Company re-opens	Tuesday, 26 April 2016
Last day of dealing in Shares on a cum-entitlement basis	Tuesday, 26 April 2016
First day of dealing in Shares on an ex-entitlement basis . . .	Wednesday, 27 April 2016
Latest time for lodging transfer of Shares in order to qualify for the Open Offer	4:30 p.m. on Thursday, 28 April 2016
Register of members of the Company closed	Friday, 29 April 2016 to Friday, 6 May 2016 (both dates inclusive)
Record Date to determine entitlements under the Open Offer	Friday, 6 May 2016
Register of members of the Company re-opens	Monday, 9 May 2016
Despatch of the Prospectus Documents	Monday, 9 May 2016
Latest Time for Acceptance and payment for the Offer Shares	4:00 p.m. on Monday, 23 May 2016
Expected time for the Open Offer to become unconditional	4:00 p.m. on Wednesday, 25 May 2016

Event	Time and Date
Announcement of results of the Open Offer to be published on the Stock Exchange website	Monday, 30 May 2016
Despatch of certificates for the Offer Shares.	Tuesday, 31 May 2016
Despatch of refund cheques if the Open Offer is terminated. . . .	Tuesday, 31 May 2016
Dealings in the Offer Shares expected to commence.	9:00 a.m. on Wednesday, 1 June 2016
Effective date of the change of board lot size from 4,000 Shares to 20,000 Shares	Wednesday, 1 June 2016
Designated broker starts to stand in the market to provide matching services for odd lots of the Shares	9:00 a.m. on Wednesday, 1 June 2016
Last day for the designated broker to provide matching services for odd lots of the Shares	4:00 p.m. on Wednesday, 22 June 2016

The expected timetable for the Open Offer set out above is indicative only based on the assumption that, among other matters, (1) the Open Offer will be approved by the Independent Shareholders at the SGM; and (2) the Underwriting Agreement (as varied and supplemented by the Supplemental Agreement and the Second Supplemental Agreement) having become unconditional and not having been terminated. The expected timetable may be subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Change of book closure period and the Record Date

The Shareholders and the public should note that as a result of the changes in the expected timetable, the Record Date to determine entitlements under the Open Offer is now changed to Friday, 6 May 2016 and the register of members of the Company will be closed from Friday, 29 April 2016 to Friday, 6 May 2016 (both dates inclusive) (instead of from Thursday, 31 March 2016 to Thursday, 7 April 2016, both dates inclusive), for determining entitlements under the Open Offer. No transfer of Shares will be registered during such period.

As a result of the changes in the expected timetable, the register of members of the Company will also be closed from Thursday, 21 April 2016 to Monday, 25 April 2016 (both dates inclusive) (instead of from Monday, 21 March 2016 to Wednesday, 23 March 2016, both dates inclusive) to ascertain the Shareholders' entitlements to attend and vote at the SGM, during which period no transfer of Shares will be registered. In

order to qualify for the entitlement to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 20 April 2016.

On behalf of the Board
China Green (Holdings) Limited
Sun Shao Feng
Chairman

Hong Kong, 7 March 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.