

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER.

Nothing in this Notice constitutes an offer of, an offer to buy, or a solicitation of an offer to sell, securities in the United States or any other jurisdiction in which such offer or solicitation would be unlawful. The Bonds mentioned below have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any State of the United States or any other jurisdiction and may not be offered or sold except pursuant to an exemption from registration thereunder. This Notice is not intended to be distributed to any Bondholder or other person located in the United States. No offer or sale of securities has been or will be registered under the Securities Act or under the applicable securities laws of any other jurisdiction. There will be no public offer of the Bonds in the United States or any other jurisdiction.

The Company accepts responsibility for the information contained in this Notice. To the best of the knowledge of the Company (having taken all reasonable care to ensure that such is the case) the information contained in this Notice is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CHINA GREEN (HOLDINGS) LIMITED
NOTICE TO BONDHOLDERS**

of the holders (the "Bondholders") of RMB515,280,000 US DOLLAR SETTLED 10.00 PER CENT SECURED CONVERTIBLE BONDS DUE 2016 (ISIN: XS0927201011) ("Bonds") of CHINA GREEN (HOLDINGS) LIMITED (the "Company")

The Bonds are constituted by a trust deed dated 13 November 2013 as amended, modified and/or supplemented from time to time (the "Trust Deed") made between the Company, the guarantor subsidiaries named therein and The Bank of New York Mellon, London Branch (the "Trustee").

Reference is also made to the announcements of the Company dated 4 April 2016 and 12 April 2016 in which the Board announced that the Company planned to seek the agreement of the Bondholders to extend the timeframe to repay the outstanding principal and interest on the Bonds beyond their Maturity Date and other necessary amendments to the terms of the Bonds.

On 10 June 2016, Bondholders holding not less than 75% in the outstanding principal amount of the Bonds (the "Acting 10% Bondholders") and the holders of RMB515,280,000 US Dollar Settled 7.00 Per Cent Secured Convertible Bonds Due 2016 (ISIN: XS0927200633) ("7.00 per

cent. Bonds”) (the “**Acting 7%. Bondholders**”) holding not less than 75% in the outstanding principal amount of the 7.00 per cent. Bonds (the Acting 7% Bondholders, together with the Acting 10% Bondholders, the “**Acting Bondholders**”), respectively, signed a standstill agreement (“**Standstill Agreement**”) with the Company pursuant to which, the parties agreed, that conditional upon the Trustee having received from the Company (i) all outstanding fees and expenses due and payable to the Trustee under the terms of the constitution documents of the Bonds and the 7.00 per cent. Bonds; (ii) the unpaid accrued interest in respect of the Bonds and the 7.00 per cent. Bonds that was due to be paid on the Maturity Date and the accrued interest from the Maturity Date to the date of the Standstill Agreement; and (iii) 25% of the principal amount of the Bonds and the 7.00 per cent. Bonds that was due to be redeemed on the Maturity Date, the Acting Bondholders shall, amongst others, not exercise or direct the Trustee to exercise any right or remedy that the Acting Bondholders or the Trustee would otherwise be entitled to exercise pursuant to the constitutional documents of the Bonds and the 7.00 per cent. Bonds up to 31 August 2016.

The Company estimates that the aforesaid payments to the Trustee to effect the Standstill Agreement will be completed on or around 22 June 2016.

Further details relating to the Bonds will be announced in due course.

In accordance with normal practice, the Trustee expresses no view or opinion on the contents of this Notice or the proposal herein contained and outlined by the Company.

Bondholders who are uncertain about the contents of this Notice should seek their own independent financial and legal advice. They can also contact the following persons at the Company:

Betty Young (Tel: +852 2598 9838; email address: bettyyoung@chinagreen.com.hk)
Ivan Lam (Tel: +852 2598 9838; email address: ivanlam@chinagreen.com.hk)

Terms used but not defined herein shall have the meaning given to them in the Trust Deed.

This Notice is given by
China GREEN (HOLDINGS) LIMITED

Dated: 17 June 2016



SUN Shao Feng
Director