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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of China Green (Holdings) Limited (“**Company**”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Monday, 25 July 2016 at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the Placing Agreement (as defined in the circular of the Company dated 8 July 2016 despatched to the shareholders of the Company (“**Circular**”), a copy of the Circular has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification), a copy of which has been produced to the Meeting marked “B” and initialled by the chairman of the Meeting for the purpose of identification, and all the transactions contemplated thereunder be and is hereby approved;
- (b) the board of directors of the Company or a committee thereof be and is hereby specifically authorised to allot and issue the Placing Shares (as defined in the Circular) in accordance with the terms of the Placing Agreement; and

- (c) any one director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Placing Agreement and all the transactions contemplated thereunder as well as in relation to the allotment, issue and admission for trading of the Placing Shares and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Placing Agreement.”

2. **“THAT**

- (a) the Supplemental Deed (as defined in the Circular), a copy of which has been produced to the Meeting marked “C” and initialled by the chairman of the Meeting for the purpose of identification, the creation and issue of the Notes (as defined in the Circular) pursuant to, and on terms and conditions of, the Supplemental Deed and the allotment and issue of the Conversion Shares (as defined in the Circular), credited as fully paid, upon exercise of the conversion rights attached to the Notes be and is hereby approved; and
- (b) the board of directors of the Company or a committee thereof be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider desirable or expedient to give effect to the Supplemental Deed and all the transactions contemplated thereunder as well as in relation to the creation and issue of the Notes, the allotment, issue and admission for trading of the Conversion Shares upon exercise of the conversion rights attached to the Notes and all the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Supplemental Deed.”

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

Hong Kong, 8 July 2016

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

*Head office and
principal place of business in Hong Kong:*

Room 1502, 15/F.
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or, if he/she/it is the holder of two or more shares, more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the Meeting to represent the member.
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 and (if required by the directors of the Company), 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 the Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
4. As at the date of this notice, the board of directors of the Company 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.