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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)

TERMINATION OF THE SPECIFIC MANDATE PLACING AGREEMENT AND PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

Reference is made to the announcement of China Green (Holdings) Limited (the “**Company**”) dated 14 March 2014 (the “**Announcement**”), in relation to, among other things, the Specific Mandate Placing and the proposed Increase in Authorised Capital.

Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed thereto in the Announcement.

TERMINATION OF THE SPECIFIC MANDATE PLACING AGREEMENT

The Board announces that after trading hours on 28 April 2014, the Company and the Placing Agent have mutually agreed to terminate the Specific Mandate Placing Agreement with effect from 28 April 2014, whereupon the parties’ respective obligations shall forthwith cease and terminate in light of the current market condition.

The Board does not consider that the termination of the Specific Mandate Placing would have any material adverse effect on the financial position or the operations of the Group.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

Having considered the completion of the Top-up Subscription as disclosed in the announcement of the Company dated 28 March 2014 whereby 176,805,000 Top-up Subscription Shares were allotted and issued to the Vendor and to provide for future expansion in the share capital of the Company, the Company will continue to proceed with the proposed Increase in Authorised Capital notwithstanding the termination of the Specific Mandate Placing Agreement.

Accordingly, a special general meeting of the Company will be convened and held to consider and, if thought fit, approve the Increase in Authorised Capital (the “SGM”). A circular containing, among other things, details of the Increase in Authorised Capital and the notice convening the SGM, will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 28 April 2014

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 three independent non-executive Directors, namely Mr. Wei Xiongwen, Mr. Hu Ji Rong and Mr. Zheng Baodong.

** for identification purposes only*