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Oriental Unicorn Agricultural Group Limited

東麟農業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8120)

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)

JOINT ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING REGARDING POSSIBLE COOPERATION AND DISCLOSURE UNDER RULE 17.15 OF THE GEM LISTING RULES

This announcement is made jointly by Oriental Unicorn Agricultural Group Limited (“**OUA**”, together with its subsidiaries, the “**OUA Group**”) and China Green (Holdings) Limited (“**China Green**”, together with its subsidiaries, the “**China Green Group**”).

Memorandum of Understanding

Parties

The respective board of directors of OUA and China Green are pleased to announce that after trading hours on 27 March 2014, OUA and China Green entered into a memorandum of understanding (“**Memorandum**”) in relation to the Intended Cooperation (as defined below) between OUA and China Green.

The China Green Group is principally engaged in growing, processing and sales of agricultural products, and consumer food and beverage products. 中綠（江西）食品科技有限公司 (in English, for identification purpose only, China Green (Jiangxi) Food Science Technique Limited, “**China Green Jiangxi**”), an indirect wholly-owned subsidiary of China Green, owns grains cultivation bases in Fengxin County, Jiangxi Province of the People’s Republic of China (“**PRC**”) and is specialised in procurement, cultivation, development, processing and sales of grains.

The OUA Group is principally engaged in the manufacturing, development and distribution of feedstock products, animal husbandry and related activities.

* For identification purpose only

Scope of Intended Cooperation

Based on the grain cultivation bases, the existing sales expertise and sales channels owned by China Green Jiangxi in the PRC and the expertise of the OUA Group in cultivation and distribution of agricultural products, the OUA Group and the China Green Group intend to cooperate to (i) enhance the existing business of China Green in agricultural products cultivation and development; and (ii) expand the existing business of OUA into investment in the field of cultivation, processing and sales of grains in the PRC (“**Intended Cooperation**”).

The parties’ final shareholding proportion under the Intended Cooperation is subject to negotiation and will be fixed prior to the signing of the Definitive Agreement (as defined below).

Due diligence, exclusivity and Definitive Agreement

Pursuant to the Memorandum, after signing of the Memorandum and prior to 30 June 2014 (or such later date as may be agreed by the parties) (“**Relevant Period**”):

- (1) OUA and its advisers are entitled to carry out a due diligence inspection on China Green Jiangxi, its holding company and its subsidiary engaged in the related business; and
- (2) OUA shall have the exclusive right to negotiate for the Intended Cooperation.

Subject to OUA’s satisfaction of the due diligence exercise and the agreement on other terms regarding the Intended Cooperation between the parties, OUA and China Green shall enter into a definitive agreement (“**Definitive Agreement**”) regarding the Intended Cooperation.

Earnest money

Under the Memorandum, OUA shall pay, within three days from the signing of the Memorandum (or such longer period as may be agreed by the parties), HK\$15,000,000, to China Green as earnest money for the Intended Cooperation (“**Earnest Money**”), which shall form part of OUA’s contribution to the Intended Cooperation, if it materialises.

Where the parties fail to enter into the Definitive Agreement within the Relevant Period, China Green shall, within five days upon expiry of the Relevant Period, refund (without interest) the Earnest Money to OUA or where the final contribution required to be made by OUA to the Intended Cooperation is less than the amount of the Earnest Money, the amount in excess shall be refunded, without interest, by China Green to OUA within five days after the Definitive Agreement is signed.

Legal effect

Save for the provisions relating to payment and refund of the Earnest Money, exclusivity, confidentiality and certain miscellaneous matters, the provisions of the Memorandum are not intended to be legally binding on the parties.

General

To the best of the knowledge, information and belief of the directors of OUA and having made all reasonable enquiries, each of China Green and its ultimate beneficial owners is a third party independent of and not connected with OUA and its connected persons (as defined in the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)).

To the best of the knowledge, information and belief of the directors of China Green and having made all reasonable enquiries, each of OUA and its ultimate beneficial owners is a third party independent of and not connected with China Green and its connected persons (as defined in the Rules (“**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange).

The transactions contemplated under the Memorandum, including but not limited to the Intended Cooperation, are subject to the Definitive Agreement and may or may not proceed. The Intended Cooperation, if materialised, may constitute a notifiable transaction (within the meaning of the GEM Listing Rules) of OUA and a notifiable transaction (within the meaning of the Listing Rules) of China Green. OUA and China Green will comply with the applicable requirements under the GEM Listing Rules or, as the case may be, the Listing Rules in this regard.

Shareholders and potential investors of each of OUA and China Green are advised to exercise caution when dealing in the shares of OUA and China Green respectively.

GEM Listing Rules implications

As the amount of the Earnest Money exceeds 8% of the asset ratio (as defined in the GEM Listing Rules) of OUA, the payment of the Earnest Money by OUA to China Green is subject to disclosure requirement under Rule 17.15 of the GEM Listing Rules. The refund of the Earnest Money is not secured by any collateral security. Other particulars required to be disclosed under Rule 17.17 of the GEM Listing Rules are set out above.

On behalf of the Board

Oriental Unicorn Agricultural Group Limited

Zhou Jing

Chairman and Chief Executive Officer

By Order of the Board

China Green (Holdings) Limited

Sun Shao Feng

Chairman and Chief Executive Officer

Hong Kong, 27 March 2014

As at the date of this announcement, the board of directors of OUA comprises two executive directors, namely, Mr. Zhou Jing and Mr. Lam Chun Kei; one non-executive director, namely Mr. Lin Chuen Chow Andy; and three independent non-executive directors, namely Mr. Siu Kam Chau, Mr. Lee Kin Fai and Ms. Cheng Lo Yee.

This announcement, for which the directors of OUA collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to OUA. The directors of OUA, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will appear on the GEM website (www.hkgem.com) for at least seven days after the date of publication and on the website of OUA at www.irasia.com/listco/hk/orientalunicorn/index.htm.

As at the date of this announcement, the board of directors of China Green 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. Hu Ji Rong, Mr. Zheng Baodong and Mr. Wei Xiongwen.