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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)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE; AND UPDATE OF THE NOTES ISSUE AND LOAN RESTRUCTURING

Reference is made to the announcement of China Green (Holdings) Limited (“**Company**”) dated 20 May 2016, the circular of the Company dated 8 July 2016 (“**Circular**”) and the poll results announcement of the Company dated 25 July 2016 in relation to, among others, the Placing, the Notes Issue and the Loan Restructuring. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and the Placing Completion took place on 12 August 2016 in accordance with the terms of the Placing Agreement. An aggregate of 5,750,000,000 Placing Shares, which represent approximately 82.83% of the issued share capital of the Company as at the date of this announcement immediately after the Placing Completion, have been successfully placed by the Placing Agents to not less than six Placees at the Placing Price of HK\$0.10 per Placing Share. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and, where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees becomes a substantial shareholder (as defined under the Listing Rules) of the Company upon the Placing Completion.

The net proceeds from the Placing, after deduction of commission and other expenses of the Placing, amount to approximately HK\$553 million, which will be used as to approximately HK\$530 million for redemption of the Bonds and payment of the interest accrued thereon; and (ii) the remaining of approximately HK\$23 million for general working capital.

Completion of the Placing and redemption of the Bonds and payment of interest accrued thereon are conditions to the Notes Issue Completion and Loan Restructuring. The Company will make further announcement on these transactions in due course.

Effects on Shareholding Structure of the Company

The shareholding structure of the Company immediately before and after the Placing Completion are as follows:

Shareholder	Immediately before the Placing Completion		Immediately after the Placing Completion	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Capital Mate Limited (Note)	366,546,600	30.74	366,546,600	5.28
<i>Public Shareholders:</i>				
Placees	-	-	5,750,000,000	82.83
Other public Shareholders	825,738,477	69.26	825,738,477	11.89
Total	<u>1,192,285,077</u>	<u>100.00</u>	<u>6,942,285,077</u>	<u>100.00</u>

Note:

Capital Mate Limited, a company incorporated in the British Virgin Islands with limited liability, is controlled by Mr. Sun Shao Feng, executive Director, the Chairman and Chief Executive Officer of the Company.

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

Hong Kong, 12 August 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.