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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 of China Green (Holdings) Limited (“**Company**”) will be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 June 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following Resolution 1 as a special resolution and Resolutions 2, 3 and 4 as ordinary resolutions of the Company:

#### **SPECIAL RESOLUTION**

1. “**THAT** subject to the entry of “China Culiangwang Beverages Holdings Limited” as the new English name and the entry of “中國粗糧王飲品控股有限公司” as the new secondary name in Chinese of the Company on the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda:
  - (a) the English name of the Company be changed to “China Culiangwang Beverages Holdings Limited” and a new Chinese name “中國粗糧王飲品控股有限公司” be adopted and registered as the new secondary name of the Company with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and
  - (b) the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

\* for identification purposes only

## ORDINARY RESOLUTIONS

2. “**THAT:**

- (a) the authorised share capital of the Company be increased from HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 each to HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (“**Increase in Authorised Share Capital**”) by the creation of an additional 1,000,000,000 shares of the Company and such shares shall rank pari passu with all existing shares of the Company upon issue; and
- (b) any Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in and to give effect to the Increase in Authorised Share Capital.”

3. “**THAT:**

- (1) the authorisation granted to the Directors to allot and issue the Conversion Shares (as defined in resolution no.1 set out in the notice convening the special general meeting of the Company held on 3 June 2013) pursuant to an ordinary resolution passed at the special general meeting of the Company held on 3 June 2013 be and is hereby revoked (without prejudice to any valid exercise of such authorisation by the Directors prior to the passing of this resolution); and
- (2) the Directors be and are hereby specifically authorised to allot and issue, credited as fully paid, such number of shares of the Company (each, a “**Conversion Share**”) in accordance with the respective terms and conditions of the 7.00 per cent. Bonds (as defined in the circular of the Company dated 6 June 2014) and the 10.00 per cent. Bonds (as defined in the circular of the Company dated 6 June 2014), in each case, as more particularly set out in the offering circular of the Company dated 1 May 2013, a copy of which is initialed marked “A” having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification and the Directors be and are hereby authorised to take such actions, do such things, agree to such amendments, variations and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.”

4. “**THAT** Mr. Chen Changgai be re-elected as an executive Director and the board of Directors be authorised to fix his remuneration.”

By Order of the Board  
**China Green (Holdings) Limited**  
**Sung Chi Keung**  
*Company Secretary*

Hong Kong, 6 June 2014

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
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 (if required by the Directors), 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 Hong Kong branch share registrar and transfer office of the Company, 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 of the Meeting.
4. As at the date of this notice, the Board of Directors 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.