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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)

APPOINTMENT OF EXECUTIVE DIRECTORS AND CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE

The board (the “Board”) of directors (“Directors”) of China Green (Holdings) Limited (the “Company”) announces that (1) Mr. Nie Xing (“Mr. Nie”) and Mr. Ip Siu Kay (“Mr. Ip”) have been appointed as executive Directors of the Company; (2) Mr. Lu Hong Te (“Mr. Lu”) has been appointed as an independent non-executive Director and a member of Audit Committee of the Company; and (3) Mr. Lin Chuan Bi (“Mr. Lin”) has resigned as an independent non-executive Director due to his pursuance of his own business and ceased to be a member of the Audit Committee, all with effect from 5 November 2008.

Mr. Lin confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Executive Directors

Mr. Nie, aged 44, joined the Group in June 2001 as the vice chief operating officer. He is mainly responsible for financial planning and analysis, management, investment and corporate financing of the Group. He graduated from Jiangxi University of Finance and Economics (江西財經學院) with a bachelor degree in Commerce and Economics in 1986 and obtained a master degree in Business Administration from the Open University of Hong Kong in December 2000. He is also a member of the Compensation Committee and the Nomination Committee of the Company. Mr. Nie did not hold any directorships in any other listed public companies in the last three years.

Mr. Nie entered into a service agreement with the Company on 5 November 2008 for an initial term of three years commencing on 5 November 2008 and shall continue thereafter the expiration of the said three years term unless and until terminated by either party giving to the other not less than six months’ notice in writing. He will be subject to retirement at the next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Bye-laws of the Company. He is entitled to an annual emolument of HK\$600,000 as stipulated in the service agreement which is determined with reference to market conditions and he is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Nie does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

Mr. Ip, aged 36, joined the Group in January 2008. He is mainly responsible for managing and coordinating the Group’s financial reporting and secretarial matters. He was admitted as a fellow member of the Association of Certified Chartered Accountants and associate member of the Hong Kong Institute of Certified Public Accountants in 2007 and 2003 respectively. He has accumulated around 10 years experience in an accounting firm and was mainly responsible in accounting, taxation and auditing works. Prior to joining the Group, he worked for another listed company in Hong Kong engaged in food selling business. Mr. Ip did not hold any directorships in any other listed public companies in the last three years.

Mr. Ip entered into a service agreement with the Company on 5 November 2008 for an initial term of three years commencing on 5 November 2008 and shall continue thereafter the expiration of the said three years term unless and until terminated by either party giving to the other not less than six months’ notice in writing. He will be subject to retirement at the next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Bye-laws of the Company. He is entitled to an annual emolument of HK\$600,000 as stipulated in the service agreement which is determined with reference to market conditions and he is also entitled to participate any bonus plan to be determined by the Board absolutely.

Mr. Ip does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Independent non-executive Director

Mr. Lu, aged 47, graduated from the National Cheng Kung University with a Bachelor Degree in Industrial Management Science and obtained his doctorate degree in business from the National Taiwan University. He is currently a professor at the department of business administration of Chung Yuan Christian University in Taiwan and also serves as a visiting professor at Nanyang Technological University, SGP International Management Academy and Xiamen University and a consultant at the Chinese Association for Industrial Technology Advancement and Taiwan Entrepreneurs Society Taipei/Toronto. He is an independent non-executive Director of four companies, namely Everlight Chemical Industrial Corporation and Aiptek International Inc., which are listed on the Taiwan Stock Exchange, Capxon International Electronic Company Limited and Anta Sports Products Limited which are listed on the Stock Exchange in Hong Kong. He is also an independent director of two other companies, namely Firich Enterprises Co., Ltd. and Lanner Electronics Inc., which are traded in the Gre Tai Securities Market in Taiwan. Save as disclosed above, Mr. Lu did not hold other directorship in listed companies in the last three years.

There is no service contract entered into between Mr. Lu and the Company and his term of appointment is two years commencing on 5 November 2008. He will be subject to retirement at the next general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Bye-laws of the Company. Mr. Lu’s emolument in compensation for his services to the Company is fixed at HK\$96,000 per annum and is determined by the Board with reference to the prevailing market conditions.

Mr. Lu does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there are no other matters related to the above appointment of Directors need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

The Board would like to take this opportunity to extend its warmest welcome to Mr. Nie, Mr. Ip and Mr. Lu to join the Board and express its appreciation to Mr. Lin for his valuable contribution to the Company during his term of services.

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Sun Shao Feng, Mr. Nie Xing, Mr. Kung Sze Wai, Mr. Ip Siu Kay and Mr. Leung Kwok Fai Ben Rich; and three independent non-executive directors, namely Mr. Hu Ji Rong, Mr. Zheng Baodong and Mr. Lu Hong Te.

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

Hong Kong, 5 November 2008

** for identification purposes only*