



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of China Green (Holdings) Limited (the “Company”) will be held at Renaissance Harbour View Hotel, Concord Room 2, 8/Fl., 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 October 2005 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended 30 April 2005.
2. To declare a final dividend for the year ended 30 April 2005.
3. To re-elect the Directors and to authorize the Directors to fix their remuneration.
4. To re-appoint CCIF CPA Limited as Auditors and to authorize the Directors to fix their remuneration.

As special businesses, to consider and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions and special resolution:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible

* *For identification purposes only*

securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company; shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.”

SPECIAL RESOLUTION

8. “**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

Bye-law 66

By inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” immediately after the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless” in the first paragraph of the existing Bye-law 66.

Bye-law 68

By deleting the sentence “There shall be no requirement for the chairman to disclose the voting figures on a poll.” in the existing Bye-law 68 and substituting thereof with a new sentence “The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

Bye-law 84(2)

By inserting the words “, if more than one person is so authorised,” immediately after the words “Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such person as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that” in the existing Bye-law 84(2).

Bye-law 86(1)

By deleting the last sentence of “Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a meeting.” in the existing Bye-law 86(1) and substituting thereof with a new sentence “Subject to the Bye-laws and the Statutes, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director to either fill a casual vacancy or as an addition to the Board.”

Bye-law 86(2)

By deleting the word “annual” in the last sentence of the existing Bye-law 86(2).

Bye-law 87(1)

By deleting the existing Bye-law 87(1) in its entirety and substituting thereof with the following:

“87(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided by every Director, whether or not appointed for a specific term, shall be subject to retirement by rotation at least once every three years.”

Bye-law 87(2)

By deleting the first sentence “A retiring Director shall be eligible for re-election.” in the existing Bye-law 87(2) and substituting thereof with a new sentence “A retiring Director shall be eligible for re-election and shall constitute to act as a Director throughout the meeting at which he retires.””

By Order of the Board
China Green (Holdings) Limited
Kung Sze Wai
Company Secretary

Hong Kong, 31 August 2005

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 46/F., Hopewell Centre, 183 Queen’s Road East, 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. With respect of resolution no. 3 of this notice, Mr. Kung Sze Wai and Ms. Hu Bao Zheng shall retire from the office of directorship and shall offer themselves for re-election in accordance with the Company’s Bye-laws. Details of Mr. Kung Sze Wai and Ms. Hu Bao Zheng which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 31 August 2005.
5. As at the date of this notice, the directors of the Company are Mr. Sun Shao Feng, Mr. Huang Hua, Mr. Leung Kwok Fai Ben Rich, Mr. Kung Sze Wai, Mr. Lin Chuan Bi, Mr. Hu Ji Rong and Ms. Hu Bao Zheng.

“Please also refer to the published version of this announcement in The Standard.”