

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Green (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Green (Holdings) Limited to be held at Renaissance Harbour View Hotel, Concord Room 2, 8/F., 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 October 2005 at 10:00 a.m., at which, among other things, the above proposals will be considered, is set out on pages 12 to 16 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to China Green (Holdings) Limited's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein) collectively and individually accept full responsibility for the accuracy of the information contained in this circular concerning the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and 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.
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	China Green (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with shares in the capital of the Company of up to 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	26 August 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

SUN Shao Feng (*Chairman*)

HUANG Hua

LEUNG Kwok Fai Ben Rich

KUNG Sze Wai

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-Executive Directors:

LIN Chuan Bi

HU Ji Rong

HU Bao Zheng

Principal place of business in

Hong Kong:

Room No. 1905, 19th Floor

Great Eagle Centre

23 Harbour Road

Hong Kong

31 August 2005

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the ordinary resolution for re-electing Directors and (iii) special resolution for amendments to Bye-Laws.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 23 September 2004, ordinary resolution was passed by the then Shareholders of the Company giving a general and unconditional mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company as at the date of passing such resolution.

The above general mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 5 to 7 set out in the notice of AGM on pages 12 to 14 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely 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.

Pursuant to Bye-law 87(1) of the Bye-Laws, Mr. Kung Sze Wai shall retire from office as Director by rotation at the AGM and being eligible, offers himself for re-election.

Pursuant to Bye-law 86(2) of the Bye-Laws, Ms. Hu Bao Zheng, being Director appointed after the 2004 annual general meeting of the Company, shall retire and, being eligible, offers herself for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AMENDMENTS TO THE BYE-LAWS

The Stock Exchange has recently amended the Listing Rules for the purposes of implementing the Code on Corporate Governance Practices ("Code") which is set out in Appendix 14 of the Listing Rules and came into effect on 1 January 2005.

LETTER FROM THE BOARD

To ensure full compliance with the Code, the Board proposes to amend the Bye-Laws to (i) specify that every Director shall be subject to retirement by rotation at least once every three years; and (ii) require that any Director appointed by the Board of Directors should be subject to re-election by Shareholders at the first general meeting of the Company after such Director's appointment.

A special resolution in relation to the proposed amendments to the Bye-Laws will be put forth as special business at the AGM to be considered and, if thought appropriate, approved by the Shareholders. Please refer to the special resolution set out in the notice of AGM set out on pages 15 to 16 of their circular for details of the proposed amendments to the Bye-Laws.

ANNUAL GENERAL MEETING

Set out on pages 12 to 16 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the re-election of Directors and for the Issue Mandate and the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-Laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (iv) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate as well as the proposed special resolution for amendments to the Bye-Laws are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 727,500,000 Shares. On the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 72,750,000 Shares, representing 10% of the issued share capital as at the date of AGM.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and bye-laws, the laws of Bermuda and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statements of the Company for the year ended 30 April 2005 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:–

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2004		
August	1.53	1.38
September	1.70	1.49
October	1.66	1.51
November	1.67	1.42
December	1.65	1.53
2005		
January	1.75	1.55
February	1.73	1.63
March	1.75	1.58
April	1.68	1.40
May	1.54	1.40
June	1.50	1.40
July	1.60	1.42
August (up to Latest Practicable Date)	1.65	1.51

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

8. CONNECTED PERSON

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Capital Mate Limited, the controlling shareholder of the Company, wholly and beneficially owned by Mr. Sun Shao Feng, the Chairman of the Company, is interested in 405,000,000 Shares (representing approximately 55.67% of the total issued share capital of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Capital Mate Limited would be increased from 55.67% to approximately 61.86% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Bye-laws 87(1) and 86(2) of the Bye-Laws.

Mr. Kung Sze Wai, aged 33, an executive Director

Mr. Kung is the financial controller and company secretary of the Group. He joined the Group since 2002. He is mainly responsible for managing and coordinating the Group's financial reporting and secretarial matters. Prior to joining the Group, he has accumulated around 5 years experience in an accounting firm until August 2002 and was mainly responsible in accounting, taxation, auditing and company secretarial works. He graduated from Monash University, Australia with a bachelor degree in Business in 2000 and obtained a master degree in Corporate Finance from the Hong Kong Polytechnic University in 2003. He was admitted as an associate member of International Accountants and the Hong Kong Society of Accountants in October 2000 and February 2001 respectively.

Mr. Kung entered into a service agreement with the Company on 20 December 2003 for an initial term of three years commencing on 13 January 2004, the date of commencement of listing of the Shares on the Stock Exchange 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 is entitled to an annual emolument of HK\$360,000. Mr. Kung did not hold any other directorship in listed public companies in the last three years.

Mr. Kung does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Ms. Hu Bao Zheng, aged 40, an independent non-executive Director

Ms. Hu was appointed as an independent non-executive Director of the Company on 27 September 2004. She graduated from Southwest University of Political Science and Law (西南法政大學) with a bachelor degree in Laws in 1995. She holds a lawyer licence in the PRC. She has been the assistant professor in the Fujian Gong'an Gao Deng Zhuanke College (福建公安高等專科學校). Ms. Hu has taken up many public service positions such as Committee member of Academy of Marriage Family Law of China Law Society (中國法學會婚姻家庭法學研究會理事), Representative and Executive Committee member of the 6th Fujian Province Women Representative Conference (福建省第九屆婦女代表大會代表) and Committee member of the 6th Fujian Province Qinglian (執委及第九屆福建省青聯委員). She has published numerous articles and research reports in the PRC.

There was no service contract entered into between the Company and Ms. Hu, and her appointment is not for any specific length with the Company (except that she is subject to retirement by rotation and re-election pursuant to the Bye-Laws).

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

Ms. Hu does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. She does not has any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company and each of the above-named Directors confirmed that there are no any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above-named Directors at the AGM.

NOTICE OF ANNUAL GENERAL MEETING



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 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 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).”

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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).

NOTICE OF ANNUAL GENERAL MEETING

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.