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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)

### **ISSUE OF 2.125% CONVERTIBLE BONDS DUE 2011 CONVERTIBLE INTO ORDINARY SHARES OF CHINA GREEN (HOLDINGS) LIMITED**

Reference is made to announcement issued by the Company dated 25 January 2006 in relation to the Bonds Issue.

The Board hereby announces that the completion of the issue of the Bonds took place on 26 January 2006.

Reference is made to the announcement issued by the Company dated 25 January 2006 (the “**Announcement**”) in relation to the Bonds Issue.

#### **COMPLETION**

As all the conditions under the Purchase Agreement to which the completion of the Bonds Issue is subject were satisfied on 26 January 2006, the Board hereby announces that the completion of the issue of the Bonds took place on 26 January 2006.

#### **TERMS USED IN THIS ANNOUNCEMENT**

Unless otherwise defined herein, terms used herein shall have the meaning given to such terms in the Announcement.

“Board”	the board of directors of the Company
“Bonds”	the HK\$325,000,000 in aggregate principal amount of 2.125% convertible bonds due on the Maturity Date convertible into the Shares of the Company
“Bonds Issue”	the subscription and issue of the Bonds with an initial aggregate principal amount of HK\$325,000,000 under the Purchase Agreement
“Company”	China Green (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange of Hong Kong Limited.

\* *for identification purpose only*

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Maturity Date”	the date (expected to be on 26 January 2011), or such other date as the Company and Goldman Sachs may agree) on which the Bonds mature
“PRC”	People’s Republic of China
“Purchase Agreement”	a conditional purchase agreement entered into between the Company and Goldman Sachs on 25 January 2006 in connection with the issue by the Company of the Bonds with an aggregate principal amount of HK\$325,000,000
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“United States or US”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“US Persons”	any persons or entities deemed to be a US person for purposes of Regulation S

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

Hong Kong SAR, 26 January 2006

*As at the date of this notice, the directors of the Company are Mr. Sun Shao Feng, Mr. Leung Kwok Fai Ben Rich, Mr. Kung Sze Wai, Mr. Lin Chuan Bi, Mr. Hu Ji Rong and Mr. Zheng Bao Dong.*

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