

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 The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong, at Thursday, 28 September 2006 at 1:00 p.m. which, among other things, the above proposals will be considered, is set out on pages 13 to 17 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 Shops 1712-1716, 17th Floor, 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.

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	
Introduction	3
General mandates	4
Explanatory statement	4
Re-election of Directors	4
Amendments to the Bye-Laws	5
Annual General Meeting	5
Procedures for demanding a poll	5
Recommendation	6
General	6
Miscellaneous	6
Appendix I – Explanatory Statement on Share Repurchase Mandate	7
Appendix II – Details of the Directors proposed to be re-elected at the Annual General Meeting	10
Notice of Annual General Meeting	13

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 The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong on Thursday, 28 September 2006 at 1:00 p.m.
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“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”	28 August 2006, 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
“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

DEFINITIONS

“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*)

KUNG Sze Wai

LEUNG Kwok Fai Ben Rich

Registered office:

Clarendon House

2 Church Street

Hamilton, HM11

Bermuda

Independent Non-Executive Directors:

HU Ji Rong

LIN Chuan Bi

ZHENG Baodong

Principal place of business in

Hong Kong:

Room No. 1905, 19th Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

31 August 2006

*To the Shareholders and for information only,
holders of 2.125% Convertible Bonds*

Dear Sir or Madam,

**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**

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) the 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 5 October 2005, ordinary resolutions were passed by the then Shareholders of the Company giving (a) 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 and (b) a general and unconditional mandate to the Directors to repurchase Shares of the Company up to a maximum of 10% of the share capital of the Company as at the date of passing such resolution.

The above general mandates 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 Issue Mandate and the Repurchase Mandate shall be valid from the date of passing of such resolutions until the earlier of (a) the conclusion of the next annual general meeting following the passing of the said resolutions; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of Bermuda to be held; or (c) the revocation or variation of the said general mandates by Shareholders in general meeting. The Directors also proposed to seek your approval to grant an extension mandate to add to the Issue Mandate any securities representing the aggregate nominal value of Shares repurchased pursuant to 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 13 to 17 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 the 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 six Directors, namely Mr. Sun Shao Feng, Mr. Kung Sze Wai, Mr. Leung Kwok Fai Ben Rich, Mr. Hu Ji Rong, Mr. Lin Chuan Bi and Mr. Zheng Baodong.

Pursuant to Bye-law 87(1) of the Bye-Laws, Messrs. Sun Shao Feng and Leung Kwok Fai Ben Rich shall retire from office as Directors by rotation at the AGM and being eligible, offers themselves for re-election.

Pursuant to Bye-law 86(2) of the Bye-Laws, Mr. Zheng Baodong, being Director appointed after the 2005 annual general meeting of the Company, shall retire and, being eligible, offers himself for re-election at the AGM.

LETTER FROM THE BOARD

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

To bring the constitution of the Company to conform with the amended provisions of Appendices 3 and 13 Part B to the Listing Rules which came into effect on 1 March 2006, the Board proposes to amend the Bye-Laws to (i) require the Company to disclose the voting figures on a poll if such disclosure is required under the Listing Rules; and (ii) to allow the Company to remove any Director in general meeting by ordinary resolution before the expiration of the period of office of the relevant Director.

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 13 to 17 of this circular for details of the proposed amendments to the Bye-Laws.

ANNUAL GENERAL MEETING

Set out on pages 13 to 17 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. Whether or not you are 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 Shops 1712-1716, 17th Floor, 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 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

LETTER FROM THE BOARD

- (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
- (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 735,032,956 Shares. On the basis of no further 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 73,503,295 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 2006 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
August	1.680	1.500
September	1.790	1.590
October	1.810	1.600
November	2.000	1.640
December	2.200	1.860
2006		
January	3.425	2.050
February	4.000	3.125
March	3.850	3.300
April	3.550	2.775
May	3.450	2.800
June	3.400	2.700
July	3.550	3.175
August (up to the Latest Practicable Date)	3.650	3.070

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, a company wholly and beneficially owned by Mr. Sun Shao Feng, the Chairman of the Company, is interested in 405,267,000 Shares (representing approximately 55.14% 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 approximately 55.14% to approximately 61.26% 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.

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 Bye-laws 87(1) and 86(2) of the Bye-Laws.

Mr. Sun Shao Feng, aged 41, the Chairman of the Company

Mr. Sun is the chairman, managing director and founder of the Group since its establishment. Mr. Sun is mainly responsible for the overall management, business development, strategic planning and sales and marketing functions of the Group. He has many years of management experience in the agricultural industry. Prior to joining the Group in May 1998, he had worked for the government office of Fuzhou City (福州市委). He is also a committee member of the Chinese People's Political Consultative Conference of the Fujian Province Quanzhou City (中國人民政治協商會議泉州市委員會) and the vice-president of the Hui An County Association of Industry and Commerce (惠安縣工商業聯合會). His accomplishment is widely recognized by the PRC government. In 2000, he was accredited with the top 10 young entrepreneurs as well as the Model Labour of Quanzhou City. In 2001, he was nominated by the Central Office of the Communist Youth Group (共青團中央辦公廳) as one of the National Villages Young Entrepreneurial Leaders (全國農村青年創業致富帶頭人). He graduated in July 2002 from Correspondence College of the Central School of the Communist Party of China (中共中央黨校函授學院) majoring in Economics and Management. Mr. Sun did not hold any directorship in other listed companies in the past three years.

Mr. Sun entered into a service agreement with the Company on 20 December 2003 for an initial term of three years commenced 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 remuneration of HK\$720,000 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. Sun, through Capital Mate Limited (the controlling shareholder of the Company which is wholly and beneficially owned by him) is interested in 405,267,000 Shares (representing approximately 55.14% of the total issued share capital of the Company as at the Latest Practicable Date) and he is also interested in 72,000,000 share options granted to him under the share option scheme of the Company adopted on 13 December 2003. Apart from the above, he does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Sun 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.

Mr. Leung Kwok Fai Ben Rich, aged 48, an executive Director

Mr. Leung is an executive director of the Group. Mr. Leung joined the Group in October 2003 and his role is to oversee the financial planning of the Group's business development. He has over 20 years of experience in accounting, taxation and auditing. Mr. Leung is the company secretary of Victory Group Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited. Mr. Leung graduated from Northwest Missouri State University in the USA with a bachelor degree of science majoring in accounting, and from Charles Sturt University in Australia with a master degree of accountancy. Mr. Leung is an associate member of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Company Secretaries, and the Taxation Institute of Hong Kong. Mr. Leung did not hold any directorship in other listed companies in the past three years.

Mr. Leung entered into a service agreement with the Company on 20 December 2003 for an initial term of three years commenced 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 remuneration of HK\$120,000 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. Leung 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 within the meaning of Part XV of the SFO.

Mr. Zheng Baodong, aged 39, an independent non-executive Director

Mr. Zheng was appointed as an independent non-executive Director of the Company on 20 January 2006. He graduated and received his master and doctorate degree in Horticulture from Fujian University of Agricultural (福建農學院), major in storage and processing of agricultural products. Currently, Mr. Zheng is the deputy Dean of the faculty of food science and technology and the head of the food science and technology research centre and appointed as a professor at Fujian Agriculture and Forestry University. He is also the president of Fujian Province Food Additives Industrial Association (福建省食品添加劑工業協會), vice president of Fujian Province Institute of Nutrition (福建省營養學會) and deputy secretary and executive of Fujian Province Institute of Food and Science Technology (福建省食品科學技術學會). He is entitled to receive special government allowance from the China State Council for expert. Mr. Zheng has extensive experience in education, scientific research and development activities in food science and technology sector, and in recent years he also involved in development of scientific and technological research items and various horizontal integration cooperation projects.

Mr. Zheng is also a member of each of the audit committee, compensation committee and nomination committee of the Company. He did not hold any directorship in other listed companies in the past three years.

There was no service contract entered into between the Company and Mr. Zheng, and he is appointed for a term of two years commencing from 20 January 2006 and he is also subject to retirement by rotation and re-election pursuant to the Bye-Laws. He is entitled to a director's fee of HK\$25,000 per annum which is determined with reference to market conditions.

Mr. Zheng 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 within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

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 The Exchange Auditorium, The Exchange Exhibition Hall, 1/F., One and Two Exchange Square, Central, Hong Kong, on Thursday, 28 September 2006 at 1:00 p.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 2006.
2. To declare a final dividend for the year ended 30 April 2006.
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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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:

(a) *Bye-law 1*

(i) By deleting the definition of "Board" or "Directors" in its entirety and replacing therewith the following new definition of "Board":

"Board" the board of Directors or the Directors present at a meeting of directors of the Company at which a quorum is present."; and

(ii) By inserting the following definition of "Directors" immediately after the definition of "Designated Stock Exchange":

"Directors" the directors of the Company for the time being.";

(b) *Bye-law 66*

By deleting the full-stop at the end of paragraph (d) of the existing Bye-law 66 and replacing therewith a semicolon and thereafter the word "or" and inserting the following as the new paragraph (e) of Bye-law 66:

"(e) if required by the rules of the Designated Stock Exchange, by the chairman of such meeting and/or the Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all Members having the right to vote at such meeting."; and

(c) *Bye-law 86*

(i) By deleting the words "Subject to any provision to the contrary in these Bye-laws the" and replacing therewith the word "The" at the beginning of paragraph (4) of the existing Bye-law 86;

(ii) By deleting the word "special" on the second line of paragraph (4) of the existing Bye-law 86 and replacing therewith the word "ordinary"; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) By inserting the words “to the contrary” immediately after the words “notwithstanding anything” on the third line of paragraph (4) of the existing Bye-law 86.”

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

Hong Kong, 31 August 2006

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 Shops 1712-1716, 17th 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. With respect of resolution no. 3 of this notice, Mr. Sun Shao Feng, Mr. Leung Kwok Fai Ben Rich and Mr. Zheng Baodong 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. Sun Shao Feng, Mr. Leung Kwok Fai Ben Rich and Mr. Zheng Baodong which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 31 August 2006.
5. As at the date of this notice, the directors of the Company are Mr. Sun Shao Feng, Mr. Kung Sze Wai, Mr. Leung Kwok Fai Ben Rich, Mr. Hu Ji Rong, Mr. Lin Chuan Bi and Mr. Zheng Baodong.