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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is made by China Green (Holdings) Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached (i) notice to the holders of RMB515,280,000 US Dollar settled 7.00 per cent. secured convertible bonds due 2016 (the “**7.00 per cent. Bonds**”); and (ii) notice to the holders of RMB 515,280,000 US Dollar settled 10.00 per cent. secured convertible bonds due 2016 issued by the Company (the “**10.00 per cent. Bonds**”) in relation to the adjustment to the conversion price of the 7.00 per cent. Bonds and the 10.00 per cent. Bonds published by the Company on the website of the Singapore Exchange Securities Trading Limited on 24 July 2014.

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

Hong Kong, 24 July 2014

As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Mr. Sun Shao Feng (Chairman and Chief Executive Officer) and Mr. Chen Changgai; and three independent non-executive directors, namely Mr. Wei Xiongwen, Mr. Hu Ji Rong and Mr. Zheng Baodong.

** for identification purpose only*

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER.

Nothing in this Notice constitutes an offer of, an offer to buy, or a solicitation of an offer to sell, securities in the United States of America (the "United States") or any other jurisdiction in which such offer or solicitation would be unlawful. The Bonds have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any State of the United States or any other jurisdiction and may not be offered or sold except pursuant to an exemption from registration thereunder. This Notice is not intended to be distributed to any Bondholder or other person located in the United States. No offer or sale of securities has been or will be registered under the Securities Act or under the applicable securities laws of any other jurisdiction. There will be no public offer of Bonds in the United States or any other jurisdiction.

The Company accepts responsibility for the information contained in this Notice. To the best of the knowledge of the Company (having taken all reasonable care to ensure that such is the case) the information contained in this Notice is in accordance with the facts and does not omit anything likely to affect the import of such information.

CHINA GREEN (HOLDINGS) LIMITED

NOTICE TO BONDHOLDERS

of the holders (the "Bondholders") of RMB515,280,000 US Dollar Settled 7.00 per cent.
Secured Convertible Bonds
due 2016 (ISIN: XS0927200633) (the "Bonds")
of CHINA GREEN (HOLDINGS) LIMITED (the "Company")

Reference is made to the announcement of the Company dated 14 March 2014 (the "Share Issue Announcement") whereby the Company announced that (i) the Company proposed to allot and issue, pursuant to a top-up subscription (the "Top-up Subscription") to be made by Capital Mate Limited, the existing controlling shareholder of the Company, of a maximum of 176,807,000 ordinary shares of HK\$0.1 each of the Company (each, a "Top-up Subscription Share") at an issue price of HK\$0.60 per Top-up Subscription Price; and (ii) the Company also proposed to allot and issue, pursuant to a placing of new shares (the "Specific Mandate Placing") which is to be conducted on a best-effort basis, a maximum of 265,210,000 ordinary shares of HK\$0.1 each of the Company (each, a "Specific Mandate Placing Share") at an issue price of HK\$0.60 per Specific Mandate Placing Share.

On 28 March 2014, the Company allotted and issued 176,805,000 Top-up Subscription Shares to Capital Mate Limited at an issue price of HK\$0.60 per Top-up Subscription Share pursuant to the Top-up Subscription.

On 28 April 2014, the Company announced the termination of the Specific Mandate Placing. Accordingly, no shares of the Company have been issued in connection with the Specific Mandate Placing.

Pursuant to Condition 6(C)(6) of the terms and conditions of the Bonds (the “Conditions” and each, a “Condition”), if and whenever the Company issues (otherwise than as mentioned in Condition 6(C)(4)) any Shares (as defined in the Conditions) (other than Shares issued on the exercise of Conversion Rights (as defined in the Conditions) or on the exercise of any other rights of conversion into, or exchange or subscription for Shares) at a price per Share which is less than 95 per cent. of the Current Market Price (as defined in the Conditions) on the last Trading Day (as defined in the Conditions) preceding the date of announcement of the terms of such issue, the Conversion Price (as defined in the Conditions) shall be adjusted.

The issue of the 176,805,000 Top-up Subscription Shares to Capital Mate Limited at an issue price of HK\$0.60 per Top-up Subscription Share pursuant to the Top-up Subscription constitutes an event leading to adjustment to the Conversion Price, we hereby give you notice in change in Conversion Price pursuant to Condition 17 and provide you with the following information:

<i>The Conversion Price immediately prior to the completion of the issue of the Top-up Subscription Shares</i>	: HK\$1.34
<i>The Current Market Price (as regards the Top-up Subscription)</i>	: HK\$0.737
<i>The issue price of the Top-up Subscription Shares</i>	: HK\$0.60
<i>The total number of Shares in issue immediately before the issue of Top-up Subscription Shares</i>	: 884,035,540
<i>The number of Shares which the aggregate consideration receivable for the issue of the Top-up Subscription Shares would purchase at the Current Market Price</i>	: 143,938,941
<i>The total number of Top-up Subscription Shares issued</i>	: 176,805,000
<i>The adjusted Conversion Price</i>	: HK\$1.29
<i>The effective date of the adjustment</i>	: 28 March 2014

Bondholders are to take notice of the adjustment to the Conversion Price of the Bonds as described above and such Conversion Price shall be the prevailing Conversion Price until the occurrence of other events set out in Condition 6(C).

In accordance with normal practice, The Bank of New York Mellon, London Branch in its capacity as trustee (the “Trustee”) under the trust deeds dated 13 November 2013 (the “Trust Deed”) constituting the Bonds made between the Company, the guarantor subsidiaries named therein and The Bank of New York Mellon, London Branch as Trustee for the Bondholders expresses no view or opinion on the contents of this Notice or the proposal herein contained and outlined by the Company. Bondholders who are uncertain about the contents of this Notice should seek their own independent financial and legal advice. They can also contact the following persons at the Company:

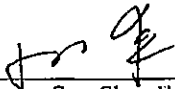
Betty Young (Tel: +852 2598 9838; email address: bettyyoung@chinagreen.com.hk)

Eric Sung (Tel: +852 2598 9838; email address: ericsung@chinagreen.com.hk)

This Notice is given by

CHINA GREEN (HOLDINGS) LIMITED as Issuer

Dated: 24 July 2014



Name: Sun Shao Feng
Title: Director

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Nothing in this Notice constitutes an offer of, an offer to buy, or a solicitation of an offer to sell, securities in the United States of America (the "United States") or any other jurisdiction in which such offer or solicitation would be unlawful. The Bonds have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any State of the United States or any other jurisdiction and may not be offered or sold except pursuant to an exemption from registration thereunder. This Notice is not intended to be distributed to any Bondholder or other person located in the United States. No offer or sale of securities has been or will be registered under the Securities Act or under the applicable securities laws of any other jurisdiction. There will be no public offer of Bonds in the United States or any other jurisdiction.

The Company accepts responsibility for the information contained in this Notice. To the best of the knowledge of the Company (having taken all reasonable care to ensure that such is the case) the information contained in this Notice is in accordance with the facts and does not omit anything likely to affect the import of such information.

CHINA GREEN (HOLDINGS) LIMITED

NOTICE TO BONDHOLDERS

of the holders (the "Bondholders") of RMB515,280,000 US Dollar Settled 10.00 per cent.
Secured Convertible Bonds
due 2016 (ISIN: XS0927201011) (the "Bonds")
of CHINA GREEN (HOLDINGS) LIMITED (the "Company")

Reference is made to the announcement of the Company dated 14 March 2014 (the "Share Issue Announcement") whereby the Company announced that (i) the Company proposed to allot and issue, pursuant to a top-up subscription (the "Top-up Subscription") to be made by Capital Mate Limited, the existing controlling shareholder of the Company, of a maximum of 176,807,000 ordinary shares of HK\$0.1 each of the Company (each, a "Top-up Subscription Share") at an issue price of HK\$0.60 per Top-up Subscription Price; and (ii) the Company also proposed to allot and issue, pursuant to a placing of new shares (the "Specific Mandate Placing") which is to be conducted on a best-effort basis, a maximum of 265,210,000 ordinary shares of HK\$0.1 each of the Company (each, a "Specific Mandate Placing Share") at an issue price of HK\$0.60 per Specific Mandate Placing Share.

On 28 March 2014, the Company allotted and issued 176,805,000 Top-up Subscription Shares to Capital Mate Limited at an issue price of HK\$0.60 per Top-up Subscription Share pursuant to the Top-up Subscription.

On 28 April 2014, the Company announced the termination of the Specific Mandate Placing. Accordingly, no shares of the Company have been issued in connection with the Specific Mandate Placing.

Pursuant to Condition 6(C)(6) of the terms and conditions of the Bonds (the “Conditions” and each, a “Condition”), if and whenever the Company issues (otherwise than as mentioned in Condition 6(C)(4)) any Shares (as defined in the Conditions) (other than Shares issued on the exercise of Conversion Rights (as defined in the Conditions) or on the exercise of any other rights of conversion into, or exchange or subscription for Shares) at a price per Share which is less than 95 per cent. of the Current Market Price (as defined in the Conditions) on the last Trading Day (as defined in the Conditions) preceding the date of announcement of the terms of such issue, the Conversion Price (as defined in the Conditions) shall be adjusted.

The issue of the 176,805,000 Top-up Subscription Shares to Capital Mate Limited at an issue price of HK\$0.60 per Top-up Subscription Share pursuant to the Top-up Subscription constitutes an event leading to adjustment to the Conversion Price, we hereby give you notice in change in Conversion Price pursuant to Condition 17 and provide you with the following information:

<i>The Conversion Price immediately prior to the completion of the issue of the Top-up Subscription Shares</i>	: HK\$11.244
<i>The Current Market Price (as regards the Top-up Subscription)</i>	: HK\$0.737
<i>The issue price of the Top-up Subscription Shares</i>	: HK\$0.60
<i>The total number of Shares in issue immediately before the issue of Top-up Subscription Shares</i>	: 884,035,540
<i>The number of Shares which the aggregate consideration receivable for the issue of the Top-up Subscription Shares would purchase at the Current Market Price</i>	: 143,938,941
<i>The total number of Top-up Subscription Shares issued</i>	: 176,805,000
<i>The adjusted Conversion Price</i>	: HK\$10.89
<i>The effective date of the adjustment</i>	: 28 March 2014

Bondholders are to take notice of the adjustment to the Conversion Price of the Bonds as described above and such Conversion Price shall be the prevailing Conversion Price until the occurrence of other events set out in Condition 6(C).

In accordance with normal practice, The Bank of New York Mellon, London Branch in its capacity as trustee (the “Trustee”) under the trust deeds dated 13 November 2013 (the “Trust Deed”) constituting the Bonds made between the Company, the guarantor subsidiaries named therein and The Bank of New York Mellon, London Branch as Trustee for the Bondholders expresses no view or opinion on the contents of this Notice or the proposal herein contained and outlined by the Company. Bondholders who are uncertain about the contents of this Notice should seek their own independent financial and legal advice. They can also contact the following persons at the Company:

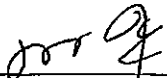
Betty Young (Tel: +852 2598 9838; email address: bettyyoung@chinagreen.com.hk)

Eric Sung (Tel: +852 2598 9838; email address: ericsung@chinagreen.com.hk)

This Notice is given by

CHINA GREEN (HOLDINGS) LIMITED as Issuer

Dated: 24 July 2014


Name: Sun Shao Feng
Title: Director