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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)

PROPOSED CHANGE OF AUDITOR

The Board announces that Crowe Horwath has resigned as auditor of the Company with effect from 25 May 2012. The Board proposes to appoint HLB as the new auditor of the Company to fill the casual vacancy following the resignation of Crowe Horwath, which is subject to the approval by the Shareholders at the SGM.

A circular containing further details of the Change of Auditor with a notice of the SGM and the form of proxy will be despatched to the Shareholders as soon as practicable.

The board of directors (the “Board”) of China Green (Holdings) Limited (the “Company”, which together with its subsidiaries, the “Group”) announces that Crowe Horwath (HK) CPA Limited (“Crowe Horwath”) has resigned as auditor of the Company with effect from 25 May 2012 as the Company and Crowe Horwath have not been able to reach an agreement in relation to the auditor’s remuneration for the financial year ended 30 April 2012.

Crowe Horwath has confirmed to the Company that there were no circumstances connected with its resignation which it considered should be brought to the attention of the shareholders of the Company (the “Shareholders”). Both the Board and the audit committee of the Company confirm that there is no disagreement between the Company and Crowe Horwath and there are no circumstances in respect of the change of auditor which they consider should be brought to the attention of the Shareholders.

The Board proposes to appoint HLB Hodgson Impey Cheng Limited (“HLB”) as the new auditor of the Company to fill the casual vacancy following the resignation of Crowe Horwath (the “Change of Auditor”). Pursuant to the bye-laws of the Company, such appointment has to be approved by the Shareholders by way of an ordinary resolution at the special general meeting of the Company (the “SGM”). The Change of Auditor shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM.

A circular containing further details of the Change of Auditor with a notice of the SGM and the form of proxy will be despatched to the Shareholders as soon as practicable.

The Board would like to take this opportunity to thank Crowe Horwath for their professional services and support in the past years.

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

Hong Kong, 25 May 2012

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Sun Shao Feng (Chairman and Chief Executive Officer) and Mr. Nie Xing; and three independent non-executive Directors, namely Mr. Huang Zhigang, Mr. Hu Ji Rong and Mr. Zheng Baodong.

** for identification purposes only*