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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a decrease in net profit for the six months ended 31 October 2012 as compared to that recorded for the corresponding period in 2011.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by China Green (Holdings) Limited (the “Company”, and together with its subsidiaries, the “Group”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Based on a preliminary review of the unaudited consolidated management accounts of the Group, the board (the “Board”) of directors (the “Directors”) of the Company wishes to inform the shareholders of the Company (the “Shareholders”) and potential investors that the Group is expected to record a decrease in net profit for the six months ended 31 October 2012 as compared to that recorded for the corresponding period in 2011. The expected decrease in net profit was mainly attributable to the slow recovery of the global economy, the increase in the agricultural raw materials and labour costs, and the decrease in demand from Japan, one of our key markets for the Group’s fresh produce and processed products, due to the continuous and increasing diplomatic tension between China and Japan.

As the Company is still in the process of finalizing the interim results for the six months ended 31 October 2012, the information contained in this announcement is only based on the preliminary assessment by the Board with reference to the unaudited consolidated management accounts of the Group, and thus the actual results for the Group may be different from what is disclosed in this announcement. Further details of the Group’s performance will be disclosed in the interim results announcement of the Company for the six months ended 31 October 2012 which is scheduled to be published in late December 2012.

The Board further announces that in light of the complex and challenging economic, political and operational environments faced by the Group's agricultural segment, the Company proposed to form a working group spearheaded by Mr. Sun Shao Feng, the Chairman and the Chief Executive Officer of the Company, to formulate plans to focus the Group's resources on high growth segments. Appropriate measures will be implemented to strengthen the Group's key growth drivers with a view for sustainable and profitable growth and to devise a more effective business model. Further announcement will be made by the Company, when necessary.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 28 November 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 purpose only*