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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN AND MEMBER OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND
NOMINATION COMMITTEE,
CHIEF FINANCIAL OFFICER, COMPANY SECRETARY
AND
AUTHORISED REPRESENTATIVE**

The Board announces that:-

1. Mr. Huang Zhigang resigned as an independent non-executive Director due to the increased commitment on his personal business interests, and will cease to be the chairman and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
2. Mr. Hu Ji Rong, our existing independent non-executive Director, was appointed as the new chairman of each of the Audit Committee and the Remuneration Committee in place of Mr. Huang;
3. Mr. Zheng Baodong, our existing independent non-executive Director, was appointed as the new chairman of the Nomination Committee in place of Mr. Huang;
4. Mr. Wei Xiongwen was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
5. Mr. Ng Yiu Fai resigned as the chief financial officer and company secretary of the Company to pursue his personal business interests;
6. Mr. Sung Chi Keung was appointed as the new chief financial officer and company secretary of the Company; and
7. Mr. Sung Chi Keung was also appointed as an authorized representative of the Company in place of Mr. Ng Yiu Fai,

all with effect from 26 August 2013.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN AND MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The board (the “Board”) of directors (the “Directors”) of China Green (Holdings) Limited (the “Company”) announces that:-

1. Mr. Huang Zhigang (“Mr. Huang”) resigned as an independent non-executive Director due to the increased commitment on his personal business interests, and will cease to act as the chairman and a member of each of the audit committee (the “Audit Committee”), the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) of the Company;
2. Mr. Hu Ji Rong, our existing independent non-executive Director, was appointed as the new chairman of each of the Audit Committee and the Remuneration Committee in place of Mr. Huang;
3. Mr. Zheng Baodong, our existing independent non-executive Director, was appointed as the new chairman of the Nomination Committee in place of Mr. Huang; and
4. Mr. Wei Xiongwen (“Mr. Wei”) was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee,

all with effect from 26 August 2013.

Mr. Wei, aged 45, graduated from the law faculty of Peking University (now known as ‘Peking University Law School’) in 1988 and was awarded a bachelor’s degree in laws. In 2005, he was awarded a degree of executive master of business administration by The City University London, Sir John CASS Business School. In 1989, Mr. Wei was awarded the qualification of China Lawyer practising in corporate finance, financial and capital markets, project finance, mergers and acquisitions, foreign direct investment. He is currently a partner and the head of lawyers of 上海創遠律師事務所 (Shanghai Chong Yuan Law Firm*). Save as disclosed above, Mr. Wei has not held any directorship in any public listed companies in the last three years.

The Company entered into an appointment letter with Mr. Wei on 23 August 2013 for a term of two years commencing from 26 August 2013. He is subject to retirement and re-election at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the Bye-laws of the Company. The appointment of Mr. Wei as an independent non-executive Director can be terminated by the Company or Mr. Wei with one month’s notice in writing. Mr. Wei is entitled to an annual emolument of HK\$100,000 (which consists of HK\$20,000 per quarter plus a fixed year ended bonus of HK\$20,000), which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Wei is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor does he hold any other position with the Company or any of its subsidiaries as at the date of this announcement.

Save as disclosed herein, there are no other matters relating to the appointment of Mr. Wei that need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Mr. Huang has confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to extend its appreciation to Mr. Huang for his valuable contribution during his tenure of office in the Company, and would also like to express its welcome to Mr. Wei for joining the Board.

CHANGE OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board of Directors of the Company also announces that:-

1. Mr. Ng Yiu Fai (“Mr. Ng”) resigned as the chief financial officer and company secretary of the Company to pursue his personal business interests;
2. Mr. Sung Chi Keung (“Mr. Sung”) was appointed as the new chief financial officer and company secretary of the Company; and
3. Mr. Sung was also appointed as an authorized representative of the Company in place of Mr. Ng,

all with effect from 26 August 2013.

Mr. Sung, aged 38, holds a bachelor’s degree in business administration, majoring in professional accountancy, from The Chinese University of Hong Kong and a master’s degree in corporate finance from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Before joining the group, Mr. Sung was an executive director, a finance director and the company secretary of Asian Citrus Holdings Limited, a listed company on the AIM of the London Stock Exchange and the Stock Exchange which he has served for approximately 9 years. Prior to that, Mr. Sung has over 10 years of experience in financial management, accounting, taxation, auditing and corporate finance and previously worked for KPMG, PricewaterhouseCoopers Ltd. and Deloitte & Touche Corporate Finance Ltd.

Mr. Ng has confirmed that he has no disagreement with the Board or the Company and that he is not aware of any matter in relation to his resignation that would need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would also like to extend its appreciation to Mr. Ng for his valuable contribution to the Company during his tenure of office and express its welcome to Mr. Sung for his new position in the Company.

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

Hong Kong, 25 August 2013

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*