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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)

- (1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 12 OCTOBER 2018;**
**(2) RETIREMENT OF DIRECTOR AND
CESSATION TO ACT AS MEMBER OF AUDIT COMMITTEE; AND**
(3) APPOINTMENT OF DIRECTOR AND MEMBER OF AUDIT COMMITTEE

(1) POLL RESULTS OF AGM

The Board announces that save and except for the resolution relating to the re-election of Ms. Yu Xiao Min as Director, all resolutions proposed at the AGM held on 12 October 2018 were duly passed by the Shareholders as ordinary resolutions by way of poll.

**(2) RETIREMENT OF DIRECTOR AND CESSATION TO ACT AS MEMBER OF
AUDIT COMMITTEE**

With effect from the conclusion of the AGM, Ms. Yu Xiao Min retired as an independent non-executive Director. She also ceased to be a member of the Audit Committee.

(3) APPOINTMENT OF DIRECTOR AND MEMBER OF AUDIT COMMITTEE

The Board also announces that Mr. Zhuang Zongming has been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 12 October 2018.

(1) POLL RESULTS OF AGM

Reference is made to the circular (the “**Circular**”) of China Green (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 31 August 2018 setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 12 October 2018 (the “**Notice of AGM**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that save and except for the resolution relating to the re-election of Ms. Yu Xiao Min (“**Ms. Yu**”) as Director, all resolutions proposed at the AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) as ordinary resolutions by way of poll.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follow:

Ordinary Resolutions*		Number of Shares Voted (approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 30 April 2018.	1,008,484,413 (99.96%)	404,200 (0.04%)
2.	(a) To re-elect Mr. Hu Ji Rong (who has served more than nine years) as a Director.	1,008,444,613 (99.96%)	444,200 (0.04%)
	(b) To re-elect Ms. Yu Xiao Min as a Director.	2,554,013 (0.25%)	1,006,334,800 (99.75%)

Ordinary Resolutions*		Number of Shares Voted (approximate %)	
		For	Against
	(c) To authorize the Board to fix the Directors' remuneration.	1,008,444,613 (99.96%)	444,200 (0.04%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorize the Board to fix their remuneration.	1,008,484,613 (99.96%)	404,200 (0.04%)
4.	To grant a general mandate to the Directors to issue, allot and deal with the Company's shares.	1,008,440,513 (99.96%)	448,300 (0.04%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares.	1,008,484,613 (99.96%)	404,200 (0.04%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with the Company's shares by an amount not exceeding the amount of the Company's shares repurchased by the Company.	1,008,440,513 (99.96%)	448,300 (0.04%)
7.	To approve the refreshment of the scheme mandate limit under the share option scheme adopted by the Company on 18 October 2013.	1,008,440,513 (99.96%)	448,300 (0.04%)

* Full text of the above resolutions was set out in the Notice of AGM.

As a majority of the votes were cast in favour of each of the above resolutions numbered 1, 2(a), 2(c), 3, 4, 5, 6 and 7, such resolutions were duly passed as ordinary resolutions. As less than 50% of the votes were cast in favour of resolution numbered 2(b), such resolution was not passed at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 6,942,285,077 shares, which was the total number of shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

(2) RETIREMENT OF DIRECTOR AND CESSATION TO ACT AS MEMBER OF AUDIT COMMITTEE

As indicated above, the resolution numbered 2(b) relating to the re-election of Ms. Yu as Director was not passed at the AGM. Accordingly, Ms. Yu has retired as an independent non-executive Director with effect from the conclusion of the AGM.

Following to the retirement of Ms. Yu as independent non-executive Director, she also ceased to be a member of the audit committee of the Company (the “**Audit Committee**”).

The Board is not aware of any disagreement with Ms. Yu or any matters relating to her retirement that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(3) APPOINTMENT OF DIRECTOR AND MEMBER OF AUDIT COMMITTEE

The Board also announces that Mr. Zhuang Zongming (“**Mr. Zhuang**”) has been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 12 October 2018.

The biographical details of Mr. Zhuang are set out below:

Mr. Zhuang Zongming (莊宗明)

Mr. Zhuang, aged 67, obtained a doctorate degree in economics from Xiamen University in the People’s Republic of China. Mr. Zhuang worked for the School of Economics of Xiamen University from 1975 to 2014 and served as dean of Economics Faculty, professor, assistant dean of the School of Economics, assistant of the president, and member of the 5th and 6th State Council Academic Degrees Committee of Theoretical Economics until his retirement in June 2014. Mr. Zhuang has taken up a number of public service positions including director of World Economics Research Center of Xiamen University, Invited Expert of “International Investment Forum” Expert Committee sponsored by the Ministry of Commerce, the People’s Government of Fujian Province and the People’s Government of Xiamen City, vice president of the China Association of World Economics, vice president of China Association of American Economics and president of Fujian Economics Association. Mr. Zhuang serves as the independent director of Xiamen Zongheng Group (廈門縱橫集團). Mr. Zhuang served as independent director of 太龍(福建)商業照明股份有限公司 (Tecnon (Fujian) Commercial Lighting Co Ltd*) (Stock code: 300650, the shares of which are listed on the Shenzhen Stock Exchange (SZSE) ChiNext market) from November 2015 to October 2018. Save as disclosed above, Mr. Zhuang did not hold any directorships in any other listed public companies in the last three years.

Mr. Zhuang has entered into an appointment letter with the Company on 12 October 2018 for an initial term of two years commencing from 12 October 2018, which is automatically renewable for successive term of two years upon the expiry of the said term. 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. Zhuang as an independent non-executive Director can be terminated by the Company or Mr. Zhuang with one month's notice in writing. Mr. Zhuang is entitled to an annual emolument of HK\$130,000 (which consists of HK\$30,000 per quarter plus a fixed year ended bonus of HK\$10,000), which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

As of the date of this announcement, Mr. Zhuang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company. He does not have, and is not deemed to have, any interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) nor does he hold any other positions with the Company and any other members of the Group.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor are there of any other matters that need to be brought to the attention of the Shareholders relating to the appointment of Mr. Zhuang.

The Board would like to extend its appreciation to Ms. Yu for her valuable contribution to the Group during her tenure of office and to welcome Mr. Zhuang for joining the Board.

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

Hong Kong, 12 October 2018

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. Wang Jinhua; and three independent non-executive Directors, namely Mr. Hu Ji Rong, Mr. Wei Xiongwen and Mr. Zhuang Zongming.

** For identification purpose only*