



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3561

January 25, 2011

Tao Li  
Chief Executive Officer  
China Green Agriculture, Inc.  
3rd Floor, Borough A, Block A. No. 181,  
South Taibai Road, Xi'an, Shaanxi Province  
People's Republic of China 710065

**Re: China Green Agriculture, Inc.  
Amended Registration Statement on Form S-3  
Filed December 30, 2010  
File No. 333-168297**

Dear Mr. Li:

We have received your response to our prior comment letter to you dated September 30, 2010 and have the following additional comments.

1. We note your response to our prior comment three. Please tell us why your definitive proxy statement filed October 28, 2010 states on page 11 that your executive offices "are leased from Kingtone Information at no cost."

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and

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- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact John Dana Brown at (202) 551-3859 or the undersigned at (202) 551-3750 with any questions.

Sincerely,

Max. A. Webb  
Assistant Director

cc: Elizabeth F. Chen, Esq.  
Fax: (212) 798-6366