

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



KANHAN TECHNOLOGIES GROUP LIMITED

看漢科技集團有限公司*

(Proposed to be renamed as Shen Nong China (Group) Limited 神農中國(集團)有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8175)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**Meeting**”) of KanHan Technologies Group Limited (the “**Company**”) will be held at 15th Floor, Sun House, 181 Des Voeux Road Central, Hong Kong on Monday, 4 February 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement (the “**Agreement**”) dated 29 October 2007 and entered into among Rise Assets Limited (“**Rise Assets**”), a wholly-owned subsidiary of the Company, as purchaser, Mr. Yip Yuk Tong (the “**Vendor**”) as vendor and Proud Dragon Limited (“**Proud Dragon**”), supplemented by the supplemental agreement (the “**Supplemental Agreement**”) dated 14 January 2008 and entered into among Rise Assets, the Vendor and Proud Dragon, in relation to the acquisition of 318 ordinary shares (the “**Proud Dragon Shares**”) of US\$1.00 each in the share capital of Proud Dragon at a consideration of HK\$31,800,000 by Rise Assets from the Vendor and in relation to the subscription of 158 Proud Dragon Shares by Rise Assets from Proud Dragon at a consideration of HK\$15,800,000 (copy of the Agreement and the Supplemental Agreement have been produced to the Meeting marked “A” and “B” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all other acts and things and execute all documents which he/they consider(s) necessary or expedient for the implementation of and giving effect to the Agreement as supplemented by the Supplemental Agreement and the transactions contemplated thereunder;

- (c) the issue of a convertible bond (the “**Convertible Bond**”) in the principal amount of HK\$10,000,000 by the Company in accordance with the terms and conditions of the Agreement as supplemented by the Supplemental Agreement and the transactions contemplated thereunder be and is hereby approved; and
- (d) any one or more of the Directors be and is/are hereby authorised to take all steps necessary or expedient in his/their opinion to implement and/or give effect to the issue of the Convertible Bond, including but not limited to the allotment and issue of ordinary shares (the “**Shares**”) of HK\$0.05 each in the share capital of the Company of which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bond.”

By order of the Board
KanHan Technologies Group Limited
Pang Hong Tao
Chairman

Hong Kong, 18 January 2008

* *For identification purpose only*

Registered office:

Caledonian Bank & Trust Limited
Caledonian House
P.O. Box 1043
George Town
Grand Cayman
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

15/F., Sun House
181 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company’s Hong Kong share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the executive directors (the “Directors”) of the Company are Mr. Pang Hong Tao, Peter; Mr. Yang Pei Gen, Mr. Mo Wai Ming, Lawrence and Ms. Au Shui Ming, Anna. The non-executive Director is Mr. Ma She Shing, Albert. The independent non-executive Directors are Mr. Hsu William Shiu Foo, Mr. Lee Kun Hung and Mr. Kwok Chi Sun, Vincent.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at www.kanhan.com.