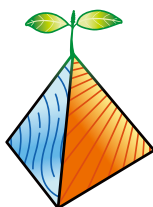


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**Shen Nong China (Group) Limited**  
**神農中國(集團)有限公司**

*(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 Shen Nong China (Group) Limited (the “**Company**”) will be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 16 June 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 5 May 2008 and entered into among Cheer Plan Limited (“**Purchaser**”), a wholly-owned subsidiary of the Company, as a purchaser, Mr. Hsu Tung Chi (the “**Vendor**”) as a vendor and Mr. Hsu Tung Sheng as a guarantor in relation to the sale and purchase of 1,308 shares of Far Glory Limited (the “**Sale Shares**”) of US\$1.00 each in the share capital of Far Glory Limited at a maximum consideration of HK\$45,000,000 (subject to adjustment) (copy of the Agreement has been produced to the Meeting marked “A” 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 necessary or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder;

- (c) the issue of (i) a convertible bond (the “**First Convertible Bond**”) in the principal amount of HK\$18,000,000, (ii) a convertible bond (the “**Second Convertible Bond**”) in the principal amount of HK\$4,000,000 and (iii) a convertible bond (the “**Extra Convertible Bond**”) in the principal amount of up to HK\$18,000,000 by the Company to the Vendor in accordance with the terms and conditions of the 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 First Convertible Bond, the Second Convertible Bond and the Extra Convertible Bond, including but not limited to the allotment and issue of ordinary 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 First Convertible Bond, the Second Convertible Bond and the Extra Convertible Bond.”

By order of the Board  
**Shen Nong China (Group) Limited**  
**Pang Hong Tao**  
*Chairman*

Hong Kong, 30 May 2008

*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:*

Unit 1601, Ruttonjee House  
Ruttonjee Centre  
11 Duddell Street  
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 are Mr. Pang Hong Tao, 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 Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.kanhan.com](http://www.kanhan.com).*