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Broad Greenstate International Company Limited

博大綠澤國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Broad Greenstate International Company Limited (the “**Company**”) will be held at Crowne Plaza Shanghai Noah Square, Conference Room No. 3, Third Floor, No. 1699, Jinshajiang Road, Putuo District, Shanghai, China on Tuesday, 23 June 2015 at 3 p.m. for the following purposes:

ORDINARY RESOLUTION

“**THAT:**

- (a) the subscription agreement dated 7 May 2015 (the “**Subscription Agreement**”) entered into between the Company and Greenland Financial Overseas Investment Group Co., Ltd. 綠地金融海外投資集團有限公司 (the “**Subscriber**”), in respect of the proposed subscription for 59,440,000 new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Subscription Shares**”) by the Subscriber at a subscription price of HK\$2.15 per Subscription Share (a copy of the Subscription Agreement marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved and confirmed and ratified;
- (b) subject to the fulfillment or waiver of the conditions precedent as set out in the Subscription Agreement, the allotment and issue of the Subscription Shares by the Company in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, the Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (d) any Director be and is hereby authorized to do all such things and acts, including but not limited to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the Subscription Agreement and all transactions contemplated thereunder and the allotment and issue of the Subscription Shares.”

For and on behalf of the Board
Broad Greenstate International Company Limited
Wu Zhengping
Chairman and Executive Director

Shanghai, the People’s Republic of China

8 June 2015

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the record date will be Tuesday, 23 June 2015. In order to be eligible to attend and vote at the meeting, all unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 June 2015.

5. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

As at the date of this notice, our executive directors are Mr. Wu Zhengping, Ms. Xiao Li, Ms. Zhu Wen and Mr. Wang Lei and our independent non-executive directors are Mr. Dai Guoqiang, Mr. Zhang Qing and Dr. Jin Hexian.