THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Ludao Technology Company Limited 中國綠島科技有限公司 (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



China Ludao Technology Company Limited

中國綠島科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2023)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice dated 1 April 2015 convening the annual general meeting of the Company to be held at conference room of 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on 6 May 2015 at 3:00 p.m. is set out in this circular. A form of proxy for use at the annual general meeting is enclosed herewith. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting if you so wish.

1 April 2015

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 4
2. Grant of Issue Mandate, Repurchase Mandate and Extension Mandate 5
3. Re-election of the Directors 6
4. AGM and Proxy Arrangement 6
5. Vote by Poll 7
6. Responsibility Statement 7
7. Recommendation 7

Appendix I – Explanatory statement 8

Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the AGM 12

Notice of Annual General Meeting 15

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be convened at conference room of 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on 6 May 2015 at 3:00 p.m.;
"Articles"	the articles of association adopted by the Company, and as amended from time to time by resolution of the Shareholders of the Company;
"Associates"	has the meaning ascribed to it under the Listing Rules;
"Board"	the board of Directors;
"Chairman"	chairman of the Board;
"Company"	China Ludao Technology Company Limited 中國綠島科技有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
"Companies Law"	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Yu Yuerong and Ludao China Investments Holdings Limited;
"Director(s)"	director(s) of the Company;
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;

"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM;
"Latest Practicable Date"	27 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
"Listing Date"	11 October 2013, the date on which trading in the Shares commenced on the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"PRC"	the People's Republic of China;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the AGM;
"Retiring Directors"	the Directors retiring at the AGM and, being eligible, are offering themselves for re-election at the AGM, in accordance with the Articles, namely Mr. Han Jianhua, Ms. Pan Yili and Mr. Wang Xiaobing;

"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and
"%"	per cent.

China Ludao Technology Company Limited
中國綠島科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2023)

Executive Directors:
Mr. Yu Yuerong *(Chairman)*
Mr. Han Jianhua
Ms. Pan Yili
Mr. Wang Xiaobing

Independent non-executive Directors:
Ms. Cho Mei Ting
Mr. Ruan Lianfa
Mr. Wong Chi Wai

Registered office:
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Flat B, 17th Floor, Harvest Building
29-37 Wing Kut Street
Central, Hong Kong

1 April 2015

To Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the Extension Mandate and (d) the re-elections of Directors. This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 15 to 20 of this circular.

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the written resolutions passed by the then Shareholders at the last annual general meeting of the Company held on 8 May 2014, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions are set out in resolutions paragraphs 4 to 6 as set out in the notice of the AGM contained in pages 16 to 20 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares and under the Issue Mandate to issue a maximum of 80,000,000 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date respectively.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Company's memorandum of association and the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the time when such mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plans to repurchase any Shares or allot and issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF THE DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Yu Yuerong, Mr. Han Jianhua, Ms. Pan Yili and Mr. Wang Xiaobing, and the independent non-executive Directors are Ms. Cho Mei Ting, Mr. Ruan Lianfa and Mr. Wong Chi Wai.

Pursuant to Article 108(a) and Article 108(b) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years. A retiring Director shall be eligible for re– election. Mr. Han Jianhua, Ms. Pan Yili and Mr. Wang Xiaobing shall retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 15 to 20 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTE BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATION

Resolutions to be proposed at the AGM include ordinary resolutions relating to (a) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (b) the proposed re-election of each of the Retiring Directors. The Directors consider that all the proposed resolutions are in the best interest of the Company and the Shareholders as a whole and, accordingly, recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
China Ludao Technology Company Limited
中國綠島科技有限公司
Mr. Yu Yuerong
Chairman and executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 400,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares.

The Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Company's memorandum of association and the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the time when such mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any purchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the purchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

As compared with the financial position of the Company as at 31 December 2014 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ludao China Investments Holdings Limited, being the Controlling Shareholder of the Company, held 270,300,000 Shares representing 67.575% of the issued share capital of the Company. Ludao China Investments Holdings Limited is 100% beneficially owned by Mr. Yu Yuerong. Accordingly, Mr. Yu Yuerong is deemed to be interested in the shares of Ludao China Investments Holdings Limited. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the interests of Ludao China Investments Holdings Limited, Mr. Yu Yuerong in the Company would increase to approximately 75.083% of the issued share capital of the Company and such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code. The Company will not repurchase Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the last six months.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

	Per share	
Month	**Highest**	**Lowest**
	(HK$)	*(HK$)*
2014		
April	1.24	1.09
May	1.14	0.94
June	1.15	0.95
July	1.15	1.08
August	1.14	1.01
September	1.19	1.02
October	1.35	1.26
November	1.33	1.23
December	1.24	0.98
2015		
January	1.13	1.04
February	1.30	1.18
March *(Note)*	1.28	1.13

Note: Up to the Latest Practicable Date

The following are the particulars of the Retiring Directors (as required by the Listing Rules) who are subject to re-election at the AGM.

(1) Mr. Han Jianhua

Mr. Han Jianhua (韓劍華), aged 55, was appointed as an executive Director of the Company on 11 June 2012. Mr. Han has over 20 years of extensive experience in PRC's factory operation and corporate management. Mr. Han joined our Group in August 2008, he is primarily responsible for formulating the overall business strategies and corporate development of our Group. He obtained a graduate certificate in Economic Management in June 1990 from Correspondence Institute of the Party School* 中央黨校函授學院. Prior to joining the Group, Mr. Han had worked in the capacity of production vice-manager for Huangyan Zhou Cheng Factory* 黃岩軸承廠 from December 1978 to April 1990 and as general manager for Zhejiang Huangli Zhou Cheng Limited* 浙江黃立軸承有限公司 from December 1992 to December 1995. Both companies are engaged in the production of mechanical parts and Mr. Han was responsible for production management. From January 1996 to September 2001, Mr. Han was a general manager and director of another mechanical parts manufacturer.

Mr. Han has confirmed that he has not been a director in any other listed company in the past 3 years. Mr. Han is not connected with any existing Directors, substantial Shareholders, Controlling Shareholders or senior management of the Company and does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Han has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until terminated by either party giving to the other not less than three months' prior notice in writing and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles. Mr. Han was entitled to RMB110,000 per annum for his appointment as an executive Director and may also be entitled to a discretionary bonus if so recommended by the remuneration committee of the Company and approved by the Board having regard to the operation results of the Group and his performance, provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year may not exceed five percent of the audited consolidated net profits of the Group after taxation and minority interest but before extraordinary items attributable to Shareholders of the Company of the relevant year.

There is no information relating to Mr. Han that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Ms. Pan Yili

Ms. Pan Yili（潘伊莉）, aged 39, was appointed as an executive Director of the Company on 11 June 2012. Ms. Pan has over 10 years of corporate marketing and management experience. Ms. Pan joined our Group in 2003, she is primarily responsible for formulating the overall business strategies and market development of our Group. She obtained a graduate certificate in Chemical Engineering in June 1993 from Vocational School of Huangyan* 黃岩市職業技術學校. Ms. Pan received a bachelor's degree in Business Administration from Open University of China* 中央廣播電視大學via distance learning in January 2012. Prior to joining our Group, Ms. Pan has worked in the capacity of strategic planner for Taizhou Yizhou Industrial Company*台州一洲工業公司from January 1997 to December 1998 and Zhejiang Huangyan Yizhou Group Limited* 浙江黃岩一洲集團有限公司from January 1999 to February 2003, both of which are engaged in the production of daily-use chemical products where she was responsible for liaison and finance work respectively.

Ms. Pan has confirmed that she has not been a director in any other listed company in the past 3 years. Ms. Pan is not connected with any existing Directors, substantial Shareholders, Controlling Shareholders or senior management of the Company and does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Pan has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until terminated by either party giving to the other not less than three months' prior notice in writing and she is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles. Ms. Pan was entitled to RMB102,000 per annum for her appointment as an executive Director and may also be entitled to a discretionary bonus if so recommended by the remuneration committee of the Company and approved by the Board having regard to the operation results of the Group and her performance, provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year may not exceed five percent of the audited consolidated net profits of the Group after taxation and minority interest but before extraordinary items attributable to Shareholders of the Company of the relevant year.

There is no information relating to Ms. Pan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Mr. Wang Xiaobing

Mr. Wang Xiaobing（王小兵）, aged 40, was appointed as an executive Director of the Company on 16 May 2014. Mr. Wang joined our Group in 2010 and is primarily responsible for overseeing the research and development centre and monitoring the quality control of our Group. Prior to joining our Group, Mr. Wang had worked for a subsidiary of China Flavors and Fragrances Company Limited (the shares of which are listed on the Stock Exchange of Hong Kong Limited (Stock Code: 3318)) in various capacity including engineer, technical manager and general supervisor of the department for daily-use fragrance and flavors. He has professional and managerial experiences in research and development on daily chemical products and technical communication and services. Mr. Wang studied applied chemistry and graduated from Nanchang Vocational Technology Normal University* 南昌職業技術師範學院 in July 1998.

Mr. Wang has confirmed that he has not been a director in any other listed company in the past 3 years. Mr. Wang is not connected with any existing Directors, substantial Shareholders, Controlling Shareholders or senior management of the Company and does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang has entered into a service agreement with the Company for an initial term of three years commencing from 16 May 2014 and shall continue thereafter until terminated by either party giving to the other not less than three months' prior notice in writing and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles. Mr. Wang was entitled to RMB96,000 per annum for his appointment as an executive Director and may also be entitled to a discretionary bonus if so recommended by the remuneration committee of the Company and approved by the Board having regard to the operation results of the Group and his performance, provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year may not exceed five percent of the audited consolidated net profits of the Group after taxation and minority interest but before extraordinary items attributable to Shareholders of the Company of the relevant year.

There is no information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

China Ludao Technology Company Limited
中國綠島科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2023)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Ludao Technology Company Limited 中國綠島科技有限公司 (the "**Company**") will be held at conference room of 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong, on Wednesday, 6 May 2015 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors' report and the independent auditors' report for the financial year ended 31 December 2014.

2. (A) (i) To re-elect Mr. Han Jianhua as an executive Director;

   (ii) To re-elect Ms. Pan Yili as an executive Director; and

   (iii) To re-elect Mr. Wang Xiaobing as an executive Director.

   (B) To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company.

3. To re-appoint the Company's auditors and to authorize the Board of Directors to fix the remuneration of the auditors.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

"**THAT**

(a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this resolution; and

"**Rights Issue**" means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

"**THAT**

(a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal value of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;

(c) subject to the passing of each of the paragraph (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the Directors of the Company and which are still in effect be and are hereby revoked; and

(d) for the purposes of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this resolution."

6. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

"**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors of the Company to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby **extended** by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution."

By Order of the Board
China Ludao Technology Company Limited
中國綠島科技有限公司
Yu Yuerong
Chairman and executive Director

Hong Kong, 1 April 2015

As at the date of this notice, the executive Directors are Mr. Yu Yuerong, Mr. Han Jianhua, Ms. Pan Yili and Mr. Wang Xiaobing and the independent non-executive Directors are Ms. Cho Mei Ting, Mr. Ruan Lianfa and Mr. Wong Chi Wai.

Notes:

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a Shareholder of the Company.

2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's Hong Kong branch share registrar, 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 holding of the meeting or the adjourned meeting.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.

4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share, 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 be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.

6. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.

7. The Register of Members of the Company will be closed from Thursday, 30 April 2015 to Wednesday, 6 May 2015, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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 Wednesday, 29 April 2015.