



SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Company Registration Number: 200706801H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 5 February 2016 issued by Sino Grandness Food Industry Group Limited (the "**Circular**").

YOUR ATTENTION IS DRAWN TO SECTION 2.7 OF THIS CIRCULAR ON THE EFFECTS OF THE PROPOSED MATERIAL DILUTION AND THE PROPOSED DISPOSAL ON THE COMPANY'S SHAREHOLDINGS IN THE LISTCO. IT IS THE COMPANY'S INTENTION FOR THE LISTCO TO REMAIN AS ITS SUBSIDIARY, AND ACCORDINGLY, THE COMPANY INTENDS FOR ITS SHAREHOLDING INTEREST IN THE LISTCO TO BE MAINTAINED AT NOT LESS THAN 51% IMMEDIATELY AFTER THE PROPOSED LISTING. SHAREHOLDERS ARE ADVISED TO TAKE NOTE OF THIS INTO CONSIDERATION WHEN DECIDING ON THE PROPOSED DISPOSAL AND PROPOSED MATERIAL DILUTION.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sino Grandness Food Industry Group Limited (the "**Company**") will be held at Room 334, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 23 February 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution:

AS ORDINARY RESOLUTION

THE PROPOSED DISPOSAL AND/OR THE PROPOSED MATERIAL DILUTION OF 20% OR MORE OF THE COMPANY'S SHAREHOLDING INTEREST IN A PRINCIPAL SUBSIDIARY OF THE COMPANY UNDERTAKING THE BEVERAGES BUSINESS, PURSUANT TO THE PROPOSED LISTING OF THE BEVERAGES BUSINESS ON AN INTERNATIONALLY RECOGNIZED STOCK EXCHANGE (INCLUDING BUT NOT LIMITED TO THE HKSE)

That:

- (a) subject to the grant by an internationally recognized stock exchange (including but not limited to the HKSE) and the relevant regulatory authority of approval for the Proposed Listing, approval be and is hereby given for:
 - (i) a material dilution of 20% or more of the Company's shareholding interest in the ListCo resulting from the issue by the ListCo of the new ListCo Shares in connection with the Proposed Listing; and/or
 - (ii) the Proposed Disposal, on the terms and conditions set out in the Circular and such other terms and conditions; as the Directors may deem fit in the interest of the Company; and
- (b) the Directors of the Company and each of them be and is hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including executing such documents as may be required) as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the Proposed Listing and to give effect to this Ordinary Resolution.

BY ORDER OF THE BOARD

Huang Yupeng
Chairman and Chief Executive Officer

Date : 5 February 2016

Notes:

- 1 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of his shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 5

- 2 A proxy need not be a member of the Company.
- 3 The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898 not less than forty eight (48) hours before the time appointed for the meeting.
- 4 An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.