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CHINA CULIANGWANG BEVERAGES HOLDINGS LIMITED

中國粗糧王飲品控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 904)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 2 JUNE 2015
AND
INCREASE IN AUTHORISED SHARE CAPITAL**

The Board announces that all resolutions proposed at the SGM held on 2 June 2015 were duly passed.

Reference is made to the circular of China Culiangwang Beverages Holdings Limited (the “**Company**”) dated 15 May 2015 (the “**Circular**”) in respect of the Open Offer and the Increase in Authorised Share Capital incorporating the notice (the “**Notice**”) of special general meeting (the “**SGM**”) of the Company held on 2 June 2015. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all resolutions proposed at the SGM, as set out in the Notice, were duly passed by the Independent Shareholders or the Shareholders (as the case may be) by way of poll voting.

Computershare Hong Kong Investor Services Limited, the Company’s branch share

registrar and transfer office in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

The poll results of the SGM are as follows:

Ordinary Resolutions		Number of Shares (%)	
		For	Against
1.	To approve the increase in authorised share capital of the Company*	477,464,847 (100.00%)	0 (0.00%)
2.	To approve the Open Offer and the Underwriting Agreement (as respectively defined in the Circular) and the transactions contemplated thereunder*	108,659,847 (100.00%)	0 (0.00%)

** Full text of the resolution was set out in the Notice.*

As all of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions.

As at the date of the SGM, the Company had 1,987,141,796 Shares in issue.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of ordinary resolution 1 at the SGM and no Shareholder was required to abstain from voting on ordinary resolution 1 at the SGM. No party has stated his/her/its intention in the Circular to vote against ordinary resolution 1 proposed at the SGM. As such, the total number of Shares entitling the Shareholders to attend and vote for or against ordinary resolution 1 at the SGM was 1,987,141,796 Shares.

As disclosed in the Circular, pursuant to Rule 7.24(5) of the Listing Rules, the Open Offer is subject to Shareholders' approval by way of a poll at the SGM whereby any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates are required to abstain from voting in favour of the ordinary resolution 2 proposed at the SGM to approve the Open Offer. As at the date of the SGM, Capital Mate Limited, a company wholly and beneficially owned by Mr. Sun Shao Feng, an executive Director, the Chairman of the Board and the Chief Executive Officer of the Company, is the controlling Shareholder and is interested in 610,911,000 Shares. Accordingly, Capital Mate Limited, Mr. Sun Shao Feng, the ultimate beneficial owner of Capital Mate Limited, and their respective associates are required to abstain from voting in favour of resolution 2 at the SGM. The Board confirms that Capital Mate Limited, Mr. Sun Shao Feng and their respective associates had abstained from voting in respect of ordinary

resolution 2 at the SGM. No party has stated his/her/its intention in the Circular to vote against ordinary resolution 2 proposed at the SGM. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there is no note holder or creditor of the Company which is holding any Shares was required to abstain from voting at the SGM. Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of ordinary resolution 2 at the SGM and no Shareholder was required to abstain from voting on ordinary resolution 2 at the SGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against ordinary resolution 2 at the SGM was 1,376,230,796 Shares.

INCREASE IN AUTHORISED SHARE CAPITAL

As ordinary resolution 1 as set out in the Notice was duly passed by the Shareholders at the SGM, the authorised share capital of the Company has been increased from HK\$300,000,000 divided into 3,000,000,000 Shares of nominal value of HK\$0.1 each to HK\$1,000,000,000 divided into 10,000,000,000 Shares of nominal value of HK\$0.1 each by the creation of an additional 7,000,000,000 unissued Shares with effect from 2 June 2015.

By Order of the Board
China Culiangwang Beverages Holdings Limited
Sun Shao Feng
Chairman

Hong Kong, 2 June 2015

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Sun Shao Feng (Chairman and Chief Executive Officer) and Mr. Chen Changgai; and three independent non-executive Directors, namely Mr. Wei Xiongwen, Mr. Hu Ji Rong and Mr. Zeng Shaoxiao.