



DUKANG DISTILLERS HOLDINGS LIMITED
(Company Registration No. 41457)
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of DUKANG DISTILLERS HOLDINGS LIMITED (the "Company") will be held at Ocean 5, Level 2, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Wednesday, 28 October 2015 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Bye-laws 86(1) of the Company's Bye-laws:
Mr Chia Seng Hee, Jack (Retiring under Bye-law 86(1)) **(Resolution 2)**
Mr Tan Siok Sing (Calvin) (Retiring under Bye-law 86(1)) **(Resolution 3)**
Mr Chia Seng Hee, Jack will, upon re-election as a Director of the Company, remain Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST Listing Manual").
Mr Tan Siok Sing (Calvin) will, upon re-election as a Director of the Company, remain Lead Independent Director and a member of Audit, Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the SGX-ST Listing Manual.
- To approve the payment of Directors' fees of S\$270,000 for the financial year ending 30 June 2016, to be paid half-yearly in arrears. (2015: S\$260,000) **(Resolution 4)**
- To re-appoint BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore to act jointly and severally as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

6. SHARE ISSUE MANDATE

That pursuant to Bye-law 12(3) of the Company's Bye-laws and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to:

- (i) issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,
at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
- for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (ii)] **(Resolution 6)**

7. Authority to allot and issue shares under the Dukang Employee Share Option Scheme (formerly known as Trump Dragon Employee Share Option Scheme)

That pursuant to the Companies Act 1981 of Bermuda, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Dukang Employee Share Option Scheme (formerly known as Trump Dragon Employee Share Option Scheme) ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen percent (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time.
[See Explanatory Note (ii)] **(Resolution 7)**

By Order of the Board

Ho Hin Yip
Busarakham Kohsikaporn
Company Secretaries

Singapore, 9 October 2015

Explanatory Notes to Resolutions to be passed –

- The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total issued share capital (excluding treasury shares) of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total issued share capital (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes

- A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If a Depositor wishes to appoint a proxy/proxies to attend the Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, not less than forty-eight (48) hours before the time of the Meeting.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of Dukang Distillers Holdings Limited (the "**Company**") will be held at Ocean 5, Level 2, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Wednesday, 28 October 2015 at 3.45pm (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30pm on the same day and at the same place, or any adjournment thereof), for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 9 October 2015, unless otherwise defined herein or where the context otherwise requires.

AS AN ORDINARY RESOLUTION

THE PROPOSED SHARE CONSOLIDATION

THAT:-

- with effect from the date to be determined by the Directors of the Company, being the effective date of the Proposed Share Consolidation, every ten (10) issued and unissued ordinary shares with a par value of HK\$0.40 each in the authorised and issued capital of the Company be consolidated into one (1) share with a par value of HK\$4.00 each in the capital of the Company, resulting in an authorised capital of HK\$400,000,000 divided into 100,000,000 ordinary shares with a par value of HK\$4.00 each and an issued capital of HK\$319,315,727 divided into 79,828,931 ordinary shares with a par value of HK\$4.00 each in the share capital of the Company;
- following the consolidation in paragraph (a) above, the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the consolidation, including but not limited to disregarding fractional entitlements, issuing new share certificates in respect of fractions of shares and making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and/or repurchasing (and, if thought fit, cancelling or holding as treasury shares) any fractional entitlements in such manner and on such terms as the Directors may think fit; and
- the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including, without limitation, to execute all such documents, to approve any amendments, alterations or modifications to any documents and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities, as may be required) as they or he may consider necessary, desirable or expedient to give full effect to the matters contemplated by this Ordinary Resolution.

BY ORDER OF THE BOARD

Ho Hin Yip
Busarakham Kohsikaporn
Company Secretaries

9 October 2015
Singapore

IMPORTANT: PLEASE READ NOTES

Notes:

- A Shareholder entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his/her/its stead. With the exception of The Central Depository (Pte) Limited ("**CDP**"), who may appoint more than two proxies, any Shareholder who is the holder of two or more shares may appoint not more than two proxies. A proxy need not be a Shareholder.
- If a Shareholder is unable to attend the SGM and wishes to appoint a proxy to attend and vote at the SGM in his/her/its stead, then he/she/it should complete and sign the Member Proxy Form and deposit the duly completed Member Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the SGM. **Please note that this paragraph is only applicable to Shareholders who do not hold Shares through an account with CDP (i.e. Shareholders who hold Shares in scrip).**
- A Depositor (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) registered and holding Shares through CDP who/which is (i) an individual but is unable to attend the SGM personally and wishes to appoint a nominee to attend and vote; or (ii) a corporation, must complete and sign the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the SGM.
- A Depositor who is an individual and who wishes to attend the SGM in person need not take any further action and can attend and vote at the SGM as CDP's proxy without the lodgement of any proxy form.
- If a Shareholder who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members of the Company is unable to attend the SGM and wishes to appoint a proxy, he should use the Depositor Proxy Form and the Member Proxy Form.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.