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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of China Culiangwang Beverages Holdings Limited (“**Company**”) will be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 17 October 2014 at 10:30 a.m. (or soon after the conclusion of the annual general meeting of the Company to be held on the same date and place at 10:00 a.m.), for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the Subscription Agreement (as defined in the circular dated 30 September 2014 despatched to the shareholders of the Company (“**Circular**”), a copy of which marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and all the transactions contemplated thereunder be and are hereby approved;
- (b) the issue of the Subscription Shares (as defined in the Circular) pursuant to the Subscription Agreement (as defined in the Circular) and all the transactions contemplated thereunder, be and is hereby approved;
- (c) subject to Completion (as defined in the Circular), the directors of the Company (“**Directors**”) be and are hereby specifically authorised to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement; and

- (d) the Directors be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider desirable or expedient to give effect to the Subscription Agreement and all the transactions contemplated thereunder as well as in relation to the issue and allotment of the Subscription Shares and to agree to such variation, amendment or waiver relating thereto (provided that such variation, amendment or waiver shall not be fundamentally different from those as provided in the Subscription Agreement) as are, in the opinion of the Directors, in the interest of the Company.”

By Order of the Board
China Culiangwang Beverages Holdings Limited
Sung Chi Keung
Company Secretary

Hong Kong, 30 September 2014

Registered office:
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

*Head office and Principal place of
business in Hong Kong:*
19/F, China Hong Kong Tower
8 Hennessy Road
Wan Chai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if he/she is the holder of two or more shares, more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company, but must be present in person at the SGM to represent the member.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy and (if required by the Directors), the power of attorney or other authority (if any), under which it is signed, or a certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.
4. As at the date of this notice, the board of Directors 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.