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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Culiangwang Beverages Holdings Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

**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)****PROPOSED CAPITAL REORGANISATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company to be held at 10:30 a.m. on Tuesday, 24 November 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use by the shareholders at the special general meeting is enclosed herein.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) in person should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.

30 October 2015

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DEFINITIONS

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

“7.00 per cent. Bonds”	US\$ settled 7.00 per cent. secured convertible bonds due 2016 in the aggregate principal amount of RMB514,880,000 issued by the Company
“10.00 per cent. Bonds”	US\$ settled 10.00 per cent. secured convertible bonds due 2016 in the aggregate principal amount of RMB53,604,600 issued by the Company
“Board”	the board of Directors
“Bondholder(s)”	person(s) whose name(s) is/are registered in the register(s) of holders of the Bonds from time to time
“Bonds”	collectively, the 7.00 per cent. Bonds and the 10.00 per cent. Bonds
“Business Day(s)”	any day (excluding a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Capital Reduction”	the proposed reduction of the par value of each of the then issued Consolidated Shares from HK\$0.50 to HK\$0.10 by cancelling the paid-up capital to the extent of HK\$0.40 on each of the then issued Consolidated Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Sub-division
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares from 6,000 Existing Shares to 4,000 New Shares upon the Capital Reorganisation becoming effective
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Culiangwang Beverages Holdings Limited 中國粗糧王飲品控股有限公司, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange

DEFINITIONS

“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.50 each in the share capital of the Company immediately after the Share Consolidation but before the Capital Reduction and the Share Sub-division
“Conversion Share(s)”	the number of Share(s) which may fall to be allotted and issued upon the exercise of the conversion rights attached to the 7.00 per cent. Bonds or, as the case may be, the 10.00 per cent. Bonds
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 October 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	the ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“SGM”	the special general meeting of the Company convened to be held at 10:30 a.m. on Tuesday, 24 November 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation
“Share(s)”	Existing Share(s), Consolidated Share(s) and/or New Share(s), as the case may be

DEFINITIONS

“Share Consolidation”	the proposed consolidation of every 5 issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company into 1 Consolidated Share of par value of HK\$0.50 each
“Share Sub-division”	the proposed sub-division of each of the authorised but unissued Consolidated Shares of par value of HK\$0.50 each into 5 New Shares of par value of HK\$0.10 each
“Shareholder(s)”	the holder(s) of the Existing Shares, Consolidated Shares or New Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the implementation of the Capital Reorganisation and the Change in Board Lot Size is set out below:

Event	Time and date
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Latest time and date for lodging forms of proxy for the SGM	10:30 a.m. on Sunday, 22 November 2015
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Time and date of the SGM	10:30 a.m. on Tuesday, 24 November 2015
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Publication of announcement of poll results of the SGM	Tuesday, 24 November 2015
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The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation:

Expected effective date of the Capital Reorganisation	Wednesday, 25 November 2015
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First day for free exchange of existing share certificates. for share certificates for New Shares	Wednesday, 25 November 2015
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Commencement of dealings in New Shares.	9:00 a.m. on Wednesday, 25 November 2015
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Original counter for trading in Existing Shares. in board lots of 6,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 25 November 2015
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Temporary counter for trading in New Shares in board. lots of 1,200 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 25 November 2015
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Original counter for trading in New Shares in board. lots of 4,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 9 December 2015
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Parallel trading in New Shares (in the form of new share certificates in new board lots of 4,000 New Shares and existing share certificates in board lots of 1,200 New Shares) commences	9:00 a.m. on Wednesday, 9 December 2015
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Designated broker starts to stand in the market to. provide matching services for odd lots of New Shares	9:00 a.m. on Wednesday, 9 December 2015
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Temporary counter for trading in New Shares in board. lots of 1,200 New Shares (in the form of existing share certificates) closes	4:00 p.m. on Wednesday, 30 December 2015
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EXPECTED TIMETABLE

Event	Time and date
Parallel trading in New Shares (in the form of new share certificates in new board lots of 4,000 New Shares and existing share certificates in board lots of 1,200 New Shares) ends	4:00 p.m. on Wednesday, 30 December 2015
Designated broker ceases to provide matching services for odd lots of New Shares	 4:00 p.m. on Wednesday, 30 December 2015
Last day for free exchange of existing share certificates for the share certificates for New Shares	 Monday, 4 January 2016

All times and dates specified in the timetable above refer to Hong Kong times and dates.

This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Sun Shao Feng (*Chairman and
Chief Executive Officer*)

Mr. Chen Changgai

Independent non-executive Directors:

Mr. Hu Ji Rong

Mr. Wei Xiongwen

Mr. Zeng Shaoxiao

Ms. Yu Xiao Min

Registered office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

*Principal place of business
in Hong Kong:*

Room 1502, 15/F

The Chinese Bank Building

61-65 Des Voeux Road Central

Hong Kong

30 October 2015

To the Shareholders and for information only, the Bondholders

Dear Sir or Madam

PROPOSED CAPITAL REORGANISATION

INTRODUCTION

Reference is made to the announcement of the Company dated 9 October 2015 in relation to, among other matters, the Capital Reorganisation in which the Company announced that it proposed to implement the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Sub-division. The purpose of this circular is to provide you with information regarding the Capital Reorganisation and to give you notice of the SGM.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-division, details of which are as follows:

(1) Share Consolidation:

Every 5 issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company will be consolidated into 1 Consolidated Share of par value of HK\$0.50 each and the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation.

(2) Capital Reduction:

The Capital Reduction will be effected immediately upon the Share Consolidation becoming effective, pursuant to which the par value of each of the then issued Consolidated Shares will be reduced from HK\$0.50 to HK\$0.10 by cancelling the paid-up capital of the Company to the extent of HK\$0.40 on each of the then issued Consolidated Shares, the credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation, which together, amount to approximately HK\$476,914,031, will be credited to the contributed surplus account of the Company within the meaning of the Companies Act.

(3) Share Sub-division:

Immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.50 each will be sub-divided into 5 New Shares of par value of HK\$0.10 each.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.10 each, of which 5,961,425,388 Existing Shares have been issued and fully paid or credited as fully paid. Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Capital Reorganisation, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 10,000,000,000 New Shares of par value of HK\$0.10 each, of which 1,192,285,077 New Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will be HK\$119,228,507.7 upon the Capital Reorganisation becoming effective.

Based on the 5,961,425,388 Existing Shares in issue as at the Latest Practicable Date, a credit of approximately HK\$476,914,031 will arise as a result of the Capital Reorganisation. The credits arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act which, together with the amount already in the contributed surplus account, will then be applied by the Board to set off against the accumulated losses of the Company in full on the date of the Capital Reorganisation becoming effective. As at 30 April 2015, the contributed surplus of the Company was approximately RMB294,402,000 and the total audited accumulated losses of the Company were approximately RMB537,103,000. The Board currently has no plan as to the use of the remaining Company's contributed surplus, if any, after the aforementioned set off.

LETTER FROM THE BOARD

Shareholders and potential investors should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

Assuming no further Existing Shares will be issued or repurchased prior to the effective date of the Capital Reorganisation, the effect of the Capital Reorganisation and the share capital structure of the Company is summarised below:

	As at the Latest Practicable Date	Immediately upon the Capital Reorganisation becoming effective
Par value per Share	HK\$0.10 per Existing Share	HK\$0.10 per New Share
Authorised share capital	HK\$1,000,000,000 divided into 10,000,000,000 Existing Shares	HK\$1,000,000,000 divided into 10,000,000,000 New Shares
Number of Shares in issue	5,961,425,388 Existing Shares	1,192,285,077 New Shares
Issued and fully paid-up or credited as fully paid-up share capital	HK\$596,142,538.8	HK\$119,228,507.7

Other than the relevant expenses which is estimated to be approximately HK\$400,000, including but not limited to professional fees and printing charges incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, save for any fractional New Shares to which Shareholders may be entitled. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

Status of the New Shares

All New Shares in issue immediately following the Capital Reorganisation becoming effective will rank pari passu in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

Fractional entitlement to New Shares

Any fractional Shares arising from the Share Consolidation will not be allocated to the Shareholders. Any fractional entitlement to the Consolidated Shares will be aggregated, sold and retained for the benefit of the Company.

LETTER FROM THE BOARD

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (1) the passing of the necessary special resolution(s) by the Shareholders to approve the Capital Reorganisation at the SGM;
- (2) the Stock Exchange granting the listing of, and the permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon the exercise of the conversion rights under the Bonds;
- (3) the compliance with the relevant procedures and requirements under the laws of Bermuda and the Listing Rules to effect the Capital Reorganisation; and
- (4) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Assuming the above conditions are fulfilled, the Capital Reorganisation is expected to become effective on the next Business Day after the date of passing of the relevant special resolution(s) approving the Capital Reorganisation at the SGM.

Listing and dealings

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon the exercise of the conversion rights under the Bonds.

Save that the Bonds are listed on the Singapore Exchange Securities Trading Limited, no part of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is proposed to be sought.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The New Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

LETTER FROM THE BOARD

Reasons for the Capital Reorganisation

Under Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Shares, the Board proposed to implement the Share Consolidation. The Capital Reorganisation, which includes the Share Consolidation, will enable the Company to avoid incompliance with the trading requirements under the Listing Rules and provide greater flexibility to the Company in pricing future capital raising exercises if such pricing is at a discount to the prevailing market price of the Shares. The Board is also of the opinion that the adoption of the Capital Reorganisation, which includes, amongst other things, the Share Consolidation may facilitate the Capital Reduction. The credit in the contributed surplus account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in the future for distribution to the Shareholders or in any manner permitted by the laws of Bermuda and the bye-laws of the Company. In addition, the Capital Reduction and the Share Sub-division will keep the par value of the Shares at a lower level that can facilitate the Company's future fund raising activities as the Company is not allowed to issue any new Shares below its par value under its bye-laws.

As stated in the prospectus of the Company dated 15 June 2015 in relation to the Company's open offer on the basis of 2 offer shares for every 1 share which was completed on 8 July 2015, the Company had no present plans to further conduct any fund raising activities for its existing business operations for the next twelve months. As at the Latest Practicable Date, in view of the fact that the final interest payment and the final redemption of the 7.00 per cent. Bonds and the 10.00 per cent. Bonds is to fall due in April 2016 ("**Final Interest and Redemption of the Bonds**"), the Company may consider the possibility of an equity and/or fund raising exercise to satisfy such upcoming financing needs depending on the then existing circumstances of the Group. The Final Interest and Redemption of the Bonds, in the aggregate amount of approximately HK\$736 million, was contemplated to be satisfied by the proceeds from the very substantial disposal of the Company (further particulars of which are set out in the circular dated 21 August 2015 and approved by the Shareholders at the special general meeting of the Company held on 14 September 2015). In view of the uncertainty that completion of the aforesaid disposal can take place before the Final Interest and Redemption of the Bonds has become payable, the Company may have to consider other methods, whether by fund raising or by debt or otherwise, to satisfy the payment of the Final Interest and Redemption of the Bonds taking into account the market conditions and options available to raise the required funds. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate. Save as disclosed above, as at the Latest Practicable Date, the Company had no present plans to conduct any other fund raising activities.

Accordingly, the Board is of the view that the Capital Reorganisation is beneficial to and in the interests of the Company and Shareholders as a whole.

Exchange of share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Wednesday, 25 November 2015 until Monday, 4 January 2016 (both days inclusive), submit share certificates for the Existing Shares to the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at the expense of the Company, for new share certificates of the New Shares (on the basis of 5 Existing Shares for 1 New Share). Thereafter, certificates of Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares,

LETTER FROM THE BOARD

whichever the number of certificates cancelled/issued is higher. After 4:00 p.m. on Monday, 4 January 2016, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The share certificates for the New Shares will be in the colour of yellow in order to distinguish them from the existing share certificates which are in the colour of green.

PROPOSED CHANGE IN BOARD LOT SIZE

At present, the Existing Shares are traded in board lots of 6,000. The Board also proposes to change the board lot size for trading in the Shares from 6,000 Existing Shares to 4,000 New Shares subject to and upon the Capital Reorganisation becoming effective. Based on the closing price of HK\$0.129 per Share on the Latest Practicable Date and assuming that the Capital Reorganisation and the Change in Board Lot Size have become effective, the value of each board lot of New Shares would be HK\$2,580. In the event that the Capital Reorganisation has become effective, if the New Shares were continued to be trading in board lots of 6,000, the value of each board lot of New Shares would be HK\$3,870, which is 150% of the value of each board lot of New Shares had the Change in Board Lot Size has taken place. As a result, the Board is of the view that the Change in Board Lot Size can facilitate trading and liquidity of the New Shares with a more attractive price per board lot of the Shares to attract potential investors to invest in the Company which is beneficial to both the Company and the Shareholders.

ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS

In order to alleviate the difficulties arising from the existence of odd lots of New Shares as a result of the Capital Reorganisation, the Company has appointed an agent to arrange for matching service on a best efforts basis regarding the sale and purchase of odd lots of New Shares. Holders of odd lots of New Shares who wish to take advantage of this trading facility to dispose of or top up odd lots should contact Mr. Kwok Ka Yiu of Jun Yang Securities Company Limited at Unit 2103, 21/F, Tower 1, Lippo Centre, 89 Queensway, Admiralty, Hong Kong (telephone number: (852) 3741 8068 or fax number: (852) 2530 4054) during the office hours of the period from Wednesday, 9 December 2015 to Wednesday, 30 December 2015 (both days inclusive). Shareholders should note that matching of the sale and purchase of odd lots of New Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

WARNING

Shareholders should take note that the Capital Reorganisation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Capital Reorganisation”. Therefore, the Capital Reorganisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares, and if they are in any doubt about their position, they should consult their professional advisers.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, under the Bonds, (i) up to 1,261,960,785 Conversion Shares would be allotted and issued upon exercise of the conversion rights under the 7.00 per cent. Bonds at the current conversion price of HK\$0.51 per Conversion Share (subject to adjustments); and (ii) up to 15,263,269 Conversion Shares would be allotted and issued upon exercise of the conversion rights under the 10.00 per cent. Bonds at the current conversion price of HK\$4.39 per Conversion Share (subject to adjustments).

LETTER FROM THE BOARD

Adjustments to the conversion price of the Bonds may have to be made as a result of the Capital Reorganisation becoming effective. The Company will make further announcement(s) about the adjustment(s) in due course if and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares or New Shares, as the case may be.

SGM

The SGM will be held at 10:30 a.m. on Tuesday, 24 November 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, the notice of which is set out on pages SGM-1 to SGM-3 of this circular, for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, 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 of the SGM or any adjournment thereof to 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. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM (or any adjournment thereof) in person should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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 or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution set out in the notice of the SGM.

Yours faithfully

On behalf of the Board

China Culiangwang Beverages Holdings Limited

Sun Shao Feng

Chairman

NOTICE OF THE SGM



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 (“**Meeting**”) of China Culiangwang Beverages Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Tuesday, 24 November 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed (“**Effective Date**”):

- (a) every five (5) issued and unissued shares of HK\$0.10 each in the existing share capital of the Company be consolidated (“**Share Consolidation**”) into one (1) share of HK\$0.50 each (“**Consolidated Shares**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (c) the par value of each of the then issued Consolidated Shares of the Company be and is hereby reduced from HK\$0.50 each to HK\$0.10 each (“**New Shares**”) by cancelling the capital paid-up thereon to the extent of HK\$0.40 on each of the then issued Consolidated Shares, such that the par value of each issued Consolidated Share be reduced from HK\$0.50 to HK\$0.10 (together with sub-paragraph (b) above are hereinafter referred to as “**Capital Reduction**”);
- (d) each of the then authorised but unissued Consolidated Shares of HK\$0.50 each be and is hereby sub-divided into five (5) New Shares of HK\$0.10 each (“**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, “**Capital Reorganisation**”);

NOTICE OF THE SGM

- (e) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) and the board of directors of the Company (“**Directors**”) or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company in full as at the Effective Date and/or eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (f) the Directors or a committee thereof be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Sub-division and to aggregate all fractional New Shares and sell them for the benefits of the Company.”

On behalf of the Board
China Culiangwang Beverages Holdings Limited
Sun Shao Feng
Chairman

Hong Kong, 30 October 2015

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

Principal place of business in Hong Kong:
Room 1502, 15/F
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

NOTICE OF THE SGM

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or, if he/she/it is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the Meeting 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 of the Company.
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 at the office of 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 Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
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 four independent non-executive Directors, namely Mr. Hu Ji Rong, Mr. Wei Xiongwen, Mr. Zeng Shaoxiao and Ms. Yu Xiao Min.