



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)

FORM OF PROXY

**FOR THE SPECIAL GENERAL MEETING TO BE HELD
AT 35TH FLOOR, CENTRAL PLAZA, 18 HARBOUR ROAD, WANCHAI, HONG KONG
ON MONDAY, 14 SEPTEMBER 2015 AT 10:30 A.M. (OR SO SOON AFTER THE CONCLUSION
OF THE ANNUAL GENERAL MEETING OF THE COMPANY CONVENED TO BE
HELD ON THE SAME DATE AND PLACE AT 10:00 A.M.)**

I/We (note a) _____
of _____
being the registered holder(s) of (note b) _____ shares of HK\$0.10 each of CHINA CULIANGWANG BEVERAGES HOLDINGS LIMITED (the "Company") hereby appoint the Chairman of the Meeting or (note c) _____

of _____
to act as my/our proxy at the special general meeting of the Company (the "Meeting") to be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 14 September 2015 at 10:30 a.m. (or so soon after the conclusion of the annual general meeting of the Company convened to be held on the same date and place at 10:00 a.m.) and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR (note d)	AGAINST (note d)
1.	To approve, ratify and confirm the Equity Transfer Agreement and the Restructuring Agreement (as respectively defined in the circular of the Company dated 21 August 2015) and the transactions contemplated thereunder*		
SPECIAL RESOLUTION		FOR (note d)	AGAINST (note d)
2.	To approve the change of English name of the Company and the adoption of a new secondary name of the Company*		

* The full text of the resolutions is set out in the notice of the Meeting dated 21 August 2015.

Dated this _____ day of _____ 2015 Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolutions, please tick ("✓") the box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all the resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his direction. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy (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 offices 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, if any, under which it is signed or a certified copy thereof) not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form must be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.