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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 (“**Meeting**”) of China Culiangwang Beverages Holdings Limited (“**Company**”) will 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.), for the purpose of considering and, if thought fit, passing (with or without modification) the following Resolution 1 as an ordinary resolution and Resolution 2 as a special resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the entering into of the Equity Transfer Agreement (as defined in the circular of the Company dated 21 August 2015 (the “**Circular**”), a copy of which agreement marked “A” has been tabled before the Meeting and signed by the chairman of the Meeting for the purpose of identification) and the Restructuring Agreement (as defined in the Circular, a copy of which agreement marked “B” has been tabled before the Meeting and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company (“**Directors**”) or any one of them be and are hereby authorised on behalf of the Company to approve all other Transaction Documents (as defined in the Circular) and to do all such things and sign, seal, execute, perfect and deliver the Transaction Documents and all such other agreements, documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with

the implementation and/or give effect to any matters relating to the Disposal (as defined in the Circular) and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

2. “THAT

- (a) the English name of the Company be changed from “China Culiangwang Beverages Holdings Limited” to “China Green (Holdings) Limited” and the Chinese name of “中國綠色食品(控股)有限公司” be adopted and registered as the new secondary name of the Company in place of “中國粗糧王飲品控股有限公司” with effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the new secondary name in the register maintained by it in place of the existing names of the Company; and
- (b) the Directors or any one of them be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

By order of the Board
Sun Shao Feng
Chairman

Hong Kong, 21 August 2015

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

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

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 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.

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 Meeting. 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.
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.