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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 10:00 a.m. on Tuesday, 2 June 2015 at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of nominal value of HK\$0.1 each (“**Shares**”) to HK\$1,000,000,000 divided into 10,000,000,000 Shares of nominal value of HK\$0.1 each by the creation of an additional 7,000,000,000 unissued Shares (“**Increase in Authorised Share Capital**”) be and is hereby approved and the directors (“**Directors**”) of the Company be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, as they may consider necessary or expedient to give effect to or in connection with the Increase in Authorised Share Capital.”
2. “**THAT** subject to and conditional upon: (i) the passing of the ordinary resolution numbered 1 as set out in the notice convening this meeting; (ii) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) listing of and permission to deal in all the Offer Shares (as defined in the circular of the Company dated 15 May 2015 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) by no later than the Prospectus Posting Date (as defined in the Circular); (iii) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; (iv) the posting of the Prospectus Documents (as defined in the Circular) to the Qualifying Shareholders (as defined below) on the

Prospectus Posting Date; and (v) the Underwriting Agreement (as defined in the Circular) becoming unconditional and not being terminated by the Underwriters (as defined in the Circular) pursuant to the terms thereof on or before the Latest Time for Termination (as defined in the Circular):

- (a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;
- (b) the issue by way of open offer (“**Open Offer**”) of not less than 3,973,177,620 shares (“**Shares**”) of nominal value of HK\$0.1 each in the share capital of the Company (“**Offer Shares**”) and not more than 5,299,106,278 Offer Shares to the shareholders (“**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company at the close of business on Friday, 12 June 2015 (“**Record Date**”) (or such other date as may be agreed in writing between the Underwriters and the Company) other than those shareholders of the Company whose registered addresses as shown on the register of members of the Company are in any place outside Hong Kong and whom the Directors, based on the enquiry made by the Company, consider it is necessary or expedient not to offer the Offer Shares to such Shareholders (“**Excluded Shareholders**”) on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in those place(s), in the proportion of two Offer Shares for every one Share then held on the Record Date at the subscription price of HK\$0.20 per Offer Share and otherwise on the terms and conditions set out in the Circular be and is hereby approved;
- (c) any one Director be and is hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer provided that in the case of the Excluded Shareholders, the Offer Shares shall not be allotted and issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Offer Shares shall be sold in the market as soon as practicable after dealings in the Offer Shares in their fully-paid form commence and the proceeds of such sale (after deduction of expenses) of more than HK\$100 will be paid pro rata to the Excluded Shareholders and the Company shall retain any individual amount of HK\$100 or less;
- (d) any one Director be and is hereby authorised to make such other exclusions or other arrangements in relation to the Excluded Shareholders as he may deem necessary or expedient and generally to do such things or make such arrangements as he may think fit to effect the Open Offer; and

- (e) any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Open Offer and the Underwriting Agreement or any transactions contemplated thereunder.”

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

Hong Kong, 15 May 2015

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 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. To ascertain the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 29 May 2015 to Tuesday, 2 June 2015 (both dates inclusive), during which no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of Shares accompanied with the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 28 May 2015.

4. 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.
5. 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.