



DUKANG DISTILLERS HOLDINGS LIMITED

(Company Registration No. 41457)
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of DUKANG DISTILLERS HOLDINGS LIMITED (the "Company") will be held at Ocean 12-13, Level 2, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Tuesday, 28 October 2014 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Bye-laws 86(1) and 85(6) of the Company's Bye-laws:

Mr Zhou Tao	(Retiring under Bye-law 86(1))	(Resolution 2)
Mr Ho Teck Cheong	(Retiring under Bye-law 86(1))	(Resolution 3)
Mr Jia Guobiao	(Retiring under Bye-law 85(6))	(Resolution 4)
Mr Huo Lei	(Retiring under Bye-law 85(6))	(Resolution 5)

Mr Ho Teck Cheong will, upon re-election as a Director of the Company, remain Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

- To approve an additional Director's fee of S\$12,500 payable for the financial year ended 30 June 2014. **(Resolution 6)**
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$260,000 for the financial year ending 30 June 2015, to be paid half-yearly in arrears. (2014: S\$242,500) **(Resolution 7)**
[See Explanatory Note (ii)]
- To re-appoint BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore to act jointly and severally as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- SHARE ISSUE MANDATE**
That pursuant to Bye-law 12(3) of the Company's Bye-laws and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to:

- (i) issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
- for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)] **(Resolution 9)**

- AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE DUKANG EMPLOYEE SHARE OPTION SCHEME (FORMERLY KNOWN AS TRUMP DRAGON EMPLOYEE SHARE OPTION SCHEME)**

That pursuant to the Companies Act 1981 of Bermuda, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Dukang Employee Share Option Scheme (formerly known as Trump Dragon Employee Share Option Scheme) ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen percent (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time.

[See Explanatory Note (iv)] **(Resolution 10)**

By Order of the Board

Tan San-Ju
Toh Li Ping, Angela
Ho Hin Yip
Company Secretaries

9 October 2014

Explanatory Notes to Resolutions to be passed –

- The Ordinary Resolution 6 proposed in item 3 above, is to approve the payment of an additional Director's fee of S\$12,500 for the financial year ended 30 June 2014 due to the appointment of Mr Jia Guobiao as a Non-Executive and Non-Independent Director of the Company on 14 February 2014.
- The Ordinary Resolution 7 proposed in item 4 above, is to approve the payment of Directors' fees of S\$260,000 for the financial year ending 30 June 2015 ("FY2015"), to be paid half-yearly in arrears. The increase in Directors' fees for FY2015 compared to the financial year ended 30 June 2014 was due to the appointment of Mr Jia Guobiao as a Non-Executive and Non-Independent Director of the Company on 14 February 2014.
- The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total issued share capital (excluding treasury shares) of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.
- The Ordinary Resolution 10 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total issued share capital (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes

- A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If a Depositor wishes to appoint a proxy/proxies to attend the Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, not less than forty-eight (48) hours before the time of the Meeting.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.