



GLOBAL SWEETENERS HOLDINGS LIMITED
大成糖業控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03889)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Global Sweeteners Holdings Limited (“**Company**”) will be held at Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 3:00 p.m. on Friday, 29 May 2009 to consider, if though fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the annual cap of HK\$107.5 million, being the revised cap (the “**Sorbitol Revised Cap**”) for the year ending 31 December 2009 in respect of the continuing connected transaction contemplated under the master purchase agreement dated 7 May 2007 (“**Existing Sorbitol Master Purchase Agreement**”) and entered into between Changchun Dacheng Polyols Co., Ltd. and Global Corn Bio-chem Technology Company Limited, be and is hereby approved and confirmed and that the directors of the Company be and are hereby authorised to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything related to the continuing connected transaction under the Existing Sorbitol Master Purchase Agreement and the Sorbitol Revised Cap.”
2. **“THAT** the annual cap of HK\$20.0 million, being the revised cap (the “**Utilities Revised Cap**”) for the year ending 31 December 2009 in respect of the continuing connected transaction contemplated under the master supply agreement dated 3 September 2007 (“**Existing Utilities Master Supply Agreement**”) and entered into between Changchun Dacheng Polyols Co., Ltd. and Changchun Dacheng Corn Development Co., Ltd., be and is hereby approved and confirmed and that the directors of the Company be and are hereby authorised to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything related to the continuing connected transaction under the Existing Utilities Master Supply Agreement and the Utilities Revised Cap.”
3. **“THAT** the master sales agreement in relation to the supply of corn sweeteners, including sorbitol (“**New Corn Sweeteners Master Sales Agreement**”) dated 16 April 2009 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between Changchun Dihao Foodstuff Development Co. Ltd. and Global Corn Bio-chem Technology Company Limited,

* *for identification purposes only*

the transactions contemplated thereby and the expected annual caps of HK\$994.3 million, HK\$1,131.0 million and HK\$1,287.3 million for each of the three years ending 31 December 2012, respectively, in respect of the transactions contemplated under the New Corn Sweeteners Master Sales Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the New Corn Sweeteners Master Sales Agreement or the transactions contemplated thereby.”

4. “**THAT** the master supply agreement for the supply of electricity, water and steam and the provision of wastewater treatment services (“**New Utilities Master Supply Agreement**”) dated 16 April 2009 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between Changchun Dihao Foodstuff Development Co. Ltd. and Changchun Dacheng Corn Development Co., Ltd., the transactions contemplated thereby and the expected annual caps of HK\$124.3 million, HK\$136.9 million and HK\$150.5 million for each of the three years ending 31 December 2012, respectively, in respect of the transactions contemplated under the New Utilities Master Supply Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the New Utilities Master Supply Agreement or the transactions contemplated thereby.”
5. **THAT** the master purchase agreement in relation to the purchase of corn starch (“**New Corn Starch Master Purchase Agreement**”) dated 16 April 2009 (a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and entered into between Changchun Dihao Foodstuff Development Co. Ltd. and Changchun Dacheng Corn Development Co., Ltd., the transactions contemplated thereby and the expected annual caps of HK\$797.9 million, HK\$877.6 million and HK\$965.5 million for each of the three years ending 31 December 2012, respectively, in respect of the transactions contemplated under the New Corn Starch Master Purchase Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the New Corn Starch Master Purchase Agreement or the transactions contemplated thereby.

By order of the Board of
Global Sweeteners Holdings Limited
Kong Zhanpeng
Chairman

Hong Kong, 6 May 2009

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Unit 2403, Admiralty Centre
Tower II
18 Harcourt Road
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“**Branch Registrar**”) of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 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 notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Wednesday, 27 May 2009 to Friday, 29 May 2009 (both days inclusive), during which period no transfer of the Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on Tuesday, 26 May 2009.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the board of Directors comprises four executive Directors, namely, Mr. Kong Zhanpeng, Mr. Zhang Fazheng, Mr. Zhang Fusheng and Ms. Wang Guifeng and four independent non-executive Directors, namely Mr. Chan Yuk Tong, Mr. Gao Yunchun, Mr. Ho Lic Ki and Mr. Yan Man Sing Frankie.