
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global Sweeteners Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice of the EGM to be held at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 4 February 2016 at 10:30 a.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you wish.

19 January 2016

* for identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 15 January 2016 in relation to the proposed Removal and Appointment
“Appointment”	the appointment of Mazars CPA Limited as the new auditors of the Company
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Company”	Global Sweeteners Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 4 February 2016 at 10:30 a.m. or any adjournment thereof
“EY”	Ernst & Young, the existing auditors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 January 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Removal”	the proposed removal of EY as the auditors of the Company
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Jian

Mr. Kong Zhanpeng

Non-executive Directors:

Mr. Fu Qiang

Ms. Zhang Yaohui

Independent non-executive Directors:

Mr. Ho Lic Ki

Mr. Lo Kwing Yu

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 1104

Admiralty Centre

Tower I

18 Harcourt Road

Hong Kong

19 January 2016

To the Shareholders

Dear Sir/Madam

CHANGE OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to the proposed Removal and Appointment. The purpose of this circular is to provide you with the information in relation to the resolutions to be proposed at the EGM and to give you notice of the EGM. Resolutions to be proposed at the EGM relates to the proposed change of auditors of the Company.

* for identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

At the EGM, a special resolution will be proposed that EY be removed as the auditors of the Company. An ordinary resolution will also be proposed that Mazars CPA Limited be appointed as the new auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company in accordance with the Articles.

The reason for the proposed Removal and Appointment is due to a disagreement between the Board and EY on the audit fees payable for the financial year ended 31 December 2015.

Matters to be brought to the attention of the Shareholders

The Company has received from EY a confirmation that there are no matters that need to be brought to the attention of the Shareholders in relation to the change of auditors of the Company.

The Announcement disclosing the proposed Removal and Appointment and the reason therefor has already been published on 15 January 2016, and to the best of the Directors' knowledge, save as disclosed above, there are no circumstances in respect of the proposed Removal and Appointment which should be brought to the attention of the Shareholders.

EGM

Notice of the EGM is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed herewith. They are also published on the website of the Stock Exchange and the website of the Company.

Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you wish.

LETTER FROM THE BOARD

VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be published by the Company after the EGM on the respective websites of the Stock Exchange and the Company.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders and so recommend that you vote in favour of such resolutions to be proposed at the EGM.

MISCELLANEOUS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Global Sweeteners Holdings Limited
Wang Jian
Chairman

NOTICE OF EGM



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 IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of Global Sweeteners Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Thursday, 4 February 2016 at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** Ernst & Young be and is hereby removed as the auditors of the Company with immediate effect.”

ORDINARY RESOLUTION

2. “**THAT** subject to the passing of the special resolution above, Mazars CPA Limited be and is hereby appointed as the auditors of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board
Global Sweeteners Holdings Limited
Wang Jian
Chairman

Hong Kong, 19 January 2016

* *for identification purposes only*

NOTICE OF EGM

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 1104, Admiralty Centre
Tower I
18 Harcourt Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time of the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from 3 February 2016 to 4 February 2016, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the attendance at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch registrars in Hong Kong at the address stated in note 2 above no later than 4:30 p.m. on 2 February 2016 for registration.
4. As at the date of this notice, the board of Directors comprises two executive Directors, namely, Mr. Wang Jian and Mr. Kong Zhanpeng; two non-executive Directors, namely Mr. Fu Qiang and Ms. Zhang Yaohui; and two independent non-executive Directors, namely Mr. Ho Lic Ki and Mr. Lo Kwing Yu.