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

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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)

**MAJOR TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE TO A SUPPLIER
AND
NOTICE OF EGM**

A notice convening the EGM to be held on 22 September 2016 at 10:00 a.m. at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 32 to 33 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you intend to attend the EGM, you are advised to read the notice of EGM and complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

6 September 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:

“2015 Announcements”	the announcements made by GBT and the Company dated 31 March 2015 in relation to, among others, the Previous Supplier Guarantees
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“BOC”	中國銀行股份有限公司偉峰國際支行 (Bank of China Weifeng International Branch)
“Business Day”	a day on which banks are generally open for business in Hong Kong and the PRC (other than a Saturday, Sunday or a public holiday or a day on which a tropical cyclone warning No. 8 or above or a “black” rainstorm warning signal is or remains hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.)
“BVI”	the British Virgin Islands
“Changchun Baocheng”	長春寶成生化發展有限公司 (Changchun Baocheng Biochem Development Co., Ltd.*), a sino-foreign equity joint venture enterprise established in the PRC and an indirect wholly owned subsidiary of GBT
“Changchun Dacheng Bio-tech”	長春大成生物科技開發有限公司 (Changchun Dacheng Bio-tech Development Co., Ltd.*), a sino-foreign enterprise established in the PRC and an indirect wholly owned subsidiary of GBT
“Changchun Dahe”	長春大合生物技術開發有限公司 (Changchun Dahe Bio Technology Development Co., Ltd.*), a wholly foreign-owned enterprise established in the PRC and an indirect wholly owned subsidiary of GBT

DEFINITIONS

“Changchun Dihao”	長春帝豪食品發展有限公司 (Changchun Dihao Foodstuff Development Co., Ltd.*), a wholly foreign owned enterprise established in the PRC and an indirect wholly owned subsidiary of the Company
“Changchun GBT”	長春金寶特生物化工有限公司 (Changchun GBT Bio-Chemical Co., Ltd.*), a limited liability company established in the PRC and an indirect wholly owned subsidiary of GBT
“Company”	Global Sweeteners Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 03889)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 10:00 a.m. on 22 September 2016 at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, the notice of which is set out on pages 32 to 33 of this circular, and any adjournment thereof for the purpose of considering, and if thought fit, approve (among other matters) the GSH New Supplier Guarantee and the transactions contemplated thereunder
“GBT”	Global Bio-chem Technology Group Company Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the main board of the Stock Exchange (stock code: 00809) and the controlling shareholder of the Company
“GBT EGM”	an extraordinary general meeting of GBT to be convened and held to consider and, if thought fit, approve (among other matters) the New Supplier Guarantees and the transactions contemplated thereunder
“GBT Guarantors”	Changchun Baocheng, Changchun Dacheng Bio-tech, Changchun Dahe, Changchun GBT or either of them

DEFINITIONS

“GBT Group”	GBT and its subsidiaries which, for the purpose of this circular, excludes the Group
“GBT New Supplier Guarantees”	the various guarantees to be executed by each of the GBT Guarantors for the benefit of the Supplier
“GBT Previous Supplier Guarantees”	the various guarantees given by each of the GBT Guarantors for the benefit of the Supplier as disclosed in the 2015 Announcements
“Group”	the Company and its subsidiaries
“GSH Guarantor”	Changchun Dihao
“GSH New Supplier Guarantee”	the guarantee to be executed by the GSH Guarantor for the benefit of the Supplier
“GSH Previous Supplier Guarantee”	the guarantees given by the GSH Guarantor for the benefit of the Supplier as disclosed in the 2015 Announcements
“Guarantors”	the GBT Guarantors and the GSH Guarantor
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a person or an entity which, to the best of the respective Directors’ knowledge, information and belief having made all reasonable enquiry, that it and its ultimate beneficial owners (in the case of an entity) are third parties independent of the Company and their respective connected persons
“Jiaotou”	吉林省交通投資集團有限公司 (Jilin Province Communication Investment Group Co., Ltd.), a limited liability company incorporated in the PRC and the ultimate controlling shareholder of GBT
“Labour Union”	the labour union of the PRC employees of the GBT Group and the Group

DEFINITIONS

“Latest Practicable Date”	2 September 2016, being the latest practicable date prior for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Supplier Guarantees”	the GBT New Supplier Guarantees and the GSH New Supplier Guarantee
“New Supplier Loan”	all indebtedness due and owing to BOC pursuant to any loan agreements or other documents signed or to be signed by the Supplier within nine months from, whichever is the later, the date of the EGM or the GBT EGM
“New Supplier Loan Agreement(s)”	the loan agreement(s) to be entered into between the Supplier and BOC in relation to the New Supplier Loan
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, The Macau Special Administrative Region and Taiwan
“Previous Supplier Guarantees”	the GBT Previous Supplier Guarantees and the GSH Previous Supplier Guarantee
“Previous Supplier Loan”	the loan advanced by BOC to the Supplier under the Previous Supplier Loan Agreements with an aggregate principal amount of RMB2.49 billion
“Previous Supplier Loan Agreements”	various loan agreements entered into between the Supplier and BOC in 2014 and 2015
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holders of the Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplier”	長春大金倉玉米收儲有限公司 (Changchun Dajincang Corn Procurement Co., Ltd.), a sino-foreign enterprise established in the PRC which is beneficially owned by the Labour Union as to approximately 98.91% and an Independent Third Party as to approximately 1.09%
“%”	per cent.

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

Mr. Yuen Tsz Chun

Registered office:

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*Head Office and Principal Place of
Business in Hong Kong:*

Unit 1104

Admiralty Centre

Tower I

18 Harcourt Road

Hong Kong

6 September 2016

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE TO A SUPPLIER**

1. INTRODUCTION

Reference is made to the joint announcement (the “Joint Announcement”) of the Company and GBT dated 8 August 2016 in relation to the proposed entering into of the New Supplier Guarantees.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM to approve the GSH New Supplier Guarantee.

* for identification purposes only

LETTER FROM THE BOARD

2. GSH NEW SUPPLIER GUARANTEE

As disclosed in the respective annual report of the Company and GBT for the year ended 31 December 2015, the management teams of the Company and GBT have been actively negotiating with BOC for the release of the Previous Supplier Guarantees. While BOC has expressed its intention to release the Guarantors from the Previous Supplier Guarantees by the end of 2016 subject to the obtaining of internal approval by BOC, to the best of the knowledge, information and belief of the Directors after making reasonable enquiries, the internal approval has not yet been completed as at the Latest Practicable Date.

The term of the Previous Supplier Loan will expire between August to November 2016. Based on the Supplier's indication and the financial information of the Supplier available to the Company, the Supplier may not have sufficient financial resources to repay the Previous Supplier Loan upon the respective maturity dates. Under the Previous Supplier Guarantees, BOC shall have the right to demand the Guarantors or any of them to repay the Previous Supplier Loan if the Supplier is in default. To avoid immediate demand for full repayment of the Previous Supplier Loan by the Guarantors or any of them pursuant to the Previous Supplier Guarantees, the Supplier proposes to refinance the Previous Supplier Loan by entering into New Supplier Loan Agreements with BOC for the New Supplier Loan. Subject to the internal approval of the New Supplier Loan and BOC and as a condition to the New Supplier Loan, BOC has requested each of the Guarantors to enter into the New Supplier Guarantees to guarantee the obligations of the Supplier under the New Supplier Loan.

Set out below are the principal terms of the New Supplier Loan Agreements:

Name of bank:	BOC
Borrower:	The Supplier
Loan principal:	RMB2.49 billion
Term of loan:	12 months from the respective date of drawdown
Rate of interest:	0.10% below the benchmark lending rate on the business day immediately before the respective date of signing of the New Supplier Loan Agreements, payable on a quarterly basis

LETTER FROM THE BOARD

Use of the loan proceeds: Refinancing of the Previous Supplier Loan

Events of default: There shall be an event of default if, among others, any of the following events shall have occurred or is continuing:

- (i) the Supplier fails to pay any sums when due in accordance with the terms of the New Supplier Loan Agreements;
- (ii) the Supplier fails to use the New Supplier Loan for the purpose set out in the New Supplier Loan Agreements;
- (iii) any of the representations or warranties by the Supplier have been untrue or incorrect or the Supplier fails to duly perform or observe any of its obligations under the New Supplier Loan Agreements;
- (iv) the creditability, profitability, ability of repayment, operational status or cash flow of the Supplier has become worsen;
- (v) the breach by the Supplier of any contract entered into with affiliates of BOC or any facility agreements entered into with other financial institutions;
- (vi) the breach of New Supplier Guarantees by any of the Guarantors; or
- (vii) the termination of operation, dissolution or winding up of the Supplier.

Upon the occurrence of an event of default, BOC shall have the right to declare all outstanding indebtedness under the New Supplier Loan Agreements to be forthwith due and payable and shall have the right to demand the Guarantors to perform their guarantee obligations under the New Supplier Guarantees.

LETTER FROM THE BOARD

Security (other than the Nil
New Supplier Guarantees):

The terms of the GSH New Supplier Guarantee are substantially the same as the GSH Previous Supplier Guarantee. Details of the GSH New Supplier Guarantee are as follows:

Name of bank: BOC

Guarantor: Changchun Dihao

Guaranteed Amount: All indebtedness due and owing to BOC pursuant to any loan agreements or other documents signed by the Supplier within nine months from, whichever is the later, the date of the EGM or the GBT EGM on a joint basis with the other GBT Guarantors, and the maximum principal amount guaranteed under the GSH New Supplier Guarantee shall be RMB2.5 billion.

Term of the guarantee: From the date of the New Supplier Loan Agreements to two years from the respective expiry of term of the New Supplier Loan Agreements

The GSH Guarantor does not receive, and will not receive, any fee or commission for entering into the GSH New Supplier Guarantee. There is no difference in the contingent liabilities of the GSH Guarantor under the GSH New Supplier Guarantee when compared with that under the GSH Previous Supplier Guarantee.

Furthermore, as set out in the paragraph headed “Reasons for entering into of the GSH New Supplier Guarantee” below, the Company has taken or will take steps and controls to control risks and/or reduce liabilities of the Group under the GSH New Supplier Guarantee.

LETTER FROM THE BOARD

REASONS FOR ENTERING INTO OF THE GSH NEW SUPPLIER GUARANTEE

As set out in the paragraph headed “Reason for entering into of the Supplier Guarantees” in the 2015 Announcements, the Supplier was first established in 2003 and has for some years been the largest supplier of the Group. For the five years ended 31 December 2014, the Group made purchases of approximately RMB849 million, RMB922 million, RMB884 million, RMB1,045 million and RMB198 million from the Supplier, respectively. Based on inquiries made by the then management of the Group, the first supplier guarantees were entered into in 2010 for the purposes of saving the financing costs of the GBT Group (including the Group) under a programme devised by the GBT Group’s then management in the PRC. As part of its function, the Supplier had procured corn kernels from local farmers from time to time for resale thereof to users or the local government as strategic reserves.

The Supplier was the GBT Group’s principal supplier of corn kernels, being the principal production material of the GBT Group’s upstream and downstream products. In 2010, the Supplier requested to shorten the credit periods offered by it to the GBT Group. As it was expected that the shortening of credit periods would result in the increase in the GBT Group’s finance costs, the GBT Group’s then PRC management, in response to such request, sought to minimise such finance costs by offering the supplier guarantees to the Supplier’s bank lenders. As such, the GSH Previous Supplier Guarantee was entered by the GSH Guarantor.

As disclosed in the 2015 Announcements, the previous supplier guarantees entered by members of the Group had not been approved by the Shareholders, and were in breach of Chapters 13 and 14 of the Listing Rules. Apart from the actions taken by the Group in relation to the release of the GSH Previous Supplier Guarantee, the Group has also taken remedial measures to ensure compliance of the applicable disclosure and/or Shareholders’ approval requirements under the Listing Rules in relation to the Group’s financing and/or financial assistance transactions in the future, including but not limited to (i) enhancing internal control procedures of the Group in relation to execution of any loan, guarantee and security documents to which any member of the Group is expressed as a party; and (ii) engaging an internal control expert to identify the weaknesses in the Group’s internal procedural control system, which internal control review has been completed and a report from the internal control expert has been received by the Company in February 2016.

LETTER FROM THE BOARD

As set out in the paragraph headed “GSH New Supplier Guarantee” above, in order for the Supplier to obtain the New Supplier Loan for refinance of the Previous Supplier Loan so that the Guarantors would not be called upon to repay the Previous Supplier Loan pursuant to the Previous Supplier Guarantees, the Guarantors are required to enter into the New Supplier Guarantees.

As at the Latest Practicable Date, the Supplier had not made any repayment under the Previous Supplier Loan, and the amount of indebtedness due and owing to BOC by the Supplier amounted to approximately RMB2.49 billion. According to the unaudited financial statements of the Supplier, the Supplier had a negative net asset value as at 31 December 2015. As such, solely based on the financial information of the Supplier available to the Company, the Board is of the view that, unless the Supplier is able to implement any successful debt restructuring or refinancing exercise in the near future, the Supplier may not be able to repay the Previous Supplier Loan or the interest accrued thereon upon the expiry of the term of the Previous Supplier Loan.

The Board consider that given the inability of the Supplier to repay the Previous Supplier Loan, should the Guarantors refuse to enter into the New Supplier Guarantees which may result in the Supplier’s failure to refinance the Previous Supplier Loan, BOC may enforce the Previous Supplier Guarantees. The entering into of the New Supplier Guarantees could facilitate the obtaining of the New Supplier Loan by the Supplier and therefore could avoid immediate demand for full repayment of the Previous Supplier Loan by the Guarantors or any of them pursuant to the Previous Supplier Guarantees. The Group and the Supplier will then have additional time for further negotiation with BOC and implementation of any acceptable debt restructuring exercise of the Supplier for the release of the GSH New Supplier Guarantee. As such, the Board believe that the terms of the GSH New Supplier Guarantee is fair and reasonable and in the interests of the Shareholders as a whole.

As at 30 June 2016, the net current liabilities of the GSH Guarantor amounted to approximately HK\$95 million. On the other hand, the Group was in consolidated net current assets position, with consolidated net current assets as at 30 June 2016 of approximately HK\$9.4 million. The consolidated cash and cash equivalent of the Group as at 30 June 2016 amounted to approximately HK\$104.9 million. Under Hong Kong Accounting Standard (“HKAS”) 39, the Group should initially recognise the financial guarantee contracts at fair value and subsequently measure it at the higher of (a) the amount determined in accordance with HKAS 37 and (b) the amount initially recognised less cumulative amortisation recognised in accordance with HKAS 18. Therefore, it is estimated that by entering into the GSH New Supplier Guarantee, the total liabilities of the Group will increase accordingly.

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If the Supplier fails to repay and/or refinance the Previous Supplier Loan and all or any of the Guarantors are demanded for immediate repayment of the Previous Supplier Loan pursuant to the Previous Supplier Loan Agreements, the GSH Guarantor may not have sufficient resources to repay the indebtedness under the GSH Previous Supplier Guarantee, and the Group may not have sufficient resources and liquidity to provide financial assistance to the GSH Guarantor. If such circumstances arise, the GSH Guarantor may need to dispose of any or all of its assets and/or its businesses in order to satisfy the Previous Supplier Loan, failing which may result in the liquidation of the GSH Guarantor. The GSH Guarantor was one of the principal operating members of the Group and contributed only to approximately 4.0% of the Group's total revenue for the six months ended 30 June 2016 due to suspension of operation. Set out below is further information of the GSH Guarantor and its share in the Group's total assets value and net asset value as of 30 June 2016:

Name of GSH Guarantor	Current business and business development plan (if any) of the GSH Guarantor	Percentage of share of GSH Guarantor in terms of total asset value of the Group	Percentage of share of GSH Guarantor in terms of net asset value of the Group
Changchun Dihao	Current operations of Changchun Dihao have been suspended	36.1%	(303.5)%

Despite the disposal of the assets and/or business of the GSH Guarantor may not have a significant adverse impact on the Group, the Board considered that liquidation of the GSH Guarantor is not a better alternative as compared with the grant of the GSH New Supplier Guarantee by the GSH Guarantor, as the grant of the GSH New Supplier Guarantee provides additional time for the Group, the Supplier and BOC in attempting to release the guarantee without increasing the amount of the loans guaranteed by the Group, while the liquidation of the GSH Guarantor will constitute a default of an intra-group corporate guarantee given by the Group in relation to outstanding banking facilities of the GSH Guarantor for the sum of approximately RMB180,000,000. If the GSH Guarantor is demanded but fails to repay the Previous Supplier Loan pursuant to the GSH Previous Supplier Guarantee and is forced to dispose of its material assets or businesses or is forced to go liquidation, the Group may be demanded for immediate repayment of the outstanding banking facilities of

LETTER FROM THE BOARD

the GSH Guarantor of approximately RMB180,000,000. If the Group does not have sufficient resources to repay the indebtedness under these corporate guarantees, it may need to raise further financing or otherwise dispose of its other assets or businesses in order to honour its obligations under these corporate guarantees. There is no assurance that the Group may be able to raise sufficient funds for honouring these corporate guarantees. As such, any disposal by the Group of its principal operating assets and/or business may have significant adverse impact on the business and operational performance of the Group.

The Board believe that, by entering into the New Supplier Guarantees, BOC would not enforce the Previous Supplier Guarantees instantly. To control risks and/or reduce liabilities of the Group under the GSH Previous Supplier Guarantee and (as applicable) the GSH New Supplier Guarantee, the Group has taken or will take the following steps and controls:

- (i) since October 2015, the management teams of the Company and GBT have been in active negotiations with BOC for the release of the Previous Supplier Guarantees. BOC has expressed its intention to release the Guarantors from the Previous Supplier Guarantees or (as applicable) the New Supplier Guarantees by the end of 2016, subject to the execution of acceptable replacement guarantees in favour of BOC;
- (ii) since April 2016, to the best of the knowledge, information and belief of the Directors after making reasonable enquiries, the Supplier has been negotiating with BOC for the restructuring of the Supplier so that the Supplier will become a subsidiary of a holding company to be newly established by the Supplier's existing shareholders ("Supplier New Holdco"), and the Supplier New Holdco will enter into corporate guarantees in favour of BOC to replace the Previous Supplier Guarantees or (as applicable) the New Supplier Guarantees;
- (iii) the Group will closely monitor the terms of the GSH New Supplier Guarantee, and ensure that the amount of indebtedness to be guaranteed by the Group will not exceed the amount of indebtedness currently guaranteed by the GSH Guarantor under the GSH Previous Supplier Guarantee;
- (iv) the Group will monitor the terms of the New Supplier Loan Agreements, and will ensure that the loan drawn by the Supplier under the New Supplier Loan Agreements will be utilized by the Supplier for refinancing of the Previous Supplier Loan;

LETTER FROM THE BOARD

- (v) the Group will actively negotiate with the Supplier on steps to procure the Supplier to repay the Previous Supplier Loan or (as applicable) the New Supplier Loan, and steps to facilitate the restructuring of the Supplier;
- (vi) the Group will continue to actively negotiate with BOC for possible alternative solutions for the release of the GSH Guarantor from the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee, including but not limited to replacing the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee with other forms of securities; and
- (vii) the Group will strive to strengthen its cash position by, among others, debt restructuring and/or seeking financial or other support from the ultimate controlling shareholder of the Company.

Shareholders should however note that the New Supplier Loan Agreements are subject to internal approval of BOC. If BOC does not agree to enter into the New Supplier Loan Agreements, the New Supplier Guarantees will not be entered into by the Guarantors notwithstanding the approval by the shareholders of GBT and the Company. In such event, BOC may enforce the GSH Previous Supplier Guarantee should the Supplier fail to repay the Previous Supplier Loan upon the expiry of terms. In addition, Shareholders should also note that whether the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee can be released and discharged by the end of 2016, or at all, will depend on, among others, the progress and outcome of negotiations between the Supplier and BOC. Based on communications between management of the Group and BOC, BOC has indicated its intention to replace the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee with replacement guarantees to be executed by the Supplier New Holdco, subject to certain internal assessments by BOC on the qualification, repayment ability and credit worthiness of the Supplier New Holdco. As the Supplier New Holdco is in the process of establishment, to assess and to speculate the financial capability of the Supplier New Holdco, the Group has taken among others, the following steps:

- (i) discussed with the management of the Supplier to urge the Supplier for the provision of its audited financial statements for the two years ended 31 December 2015, as well as all relevant financial information in relation to the fair value assessment of the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee;

LETTER FROM THE BOARD

- (ii) obtained and perused the draft New Supplier Loan Agreements and the management accounts of the Supplier for the year ended 31 December 2015;
- (iii) performed search on the audited accounts of the Supplier on the Changchun Administration for Industry & Commerce database in August 2016. However, no filed audited accounts of the Supplier was able to be attained by the Company as it is no longer required by the PRC laws and regulations for the filing of audited accounts by companies since year 2014; and
- (iv) discussed with the management of the Supplier for their provision of the financial information of the Supplier New Holdco once available.

As such, despite the Company has used its best endeavors to assess the financial capability of the Supplier New Holdco, due to reasons stated above as well as due to delay in the provision of relevant financial information by the Supplier as a result of, as informed by the Supplier, internal restructuring and departure of key supporting employees within the Supplier, the Board is currently unable to assess the financial capability of the Supplier New Holdco, nor the timing and possibility for the replacement of the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee by the execution of new guarantees by the Supplier New Holdco. Although the Company is unable to assess the financial capability of the Supplier New Holdco, the Board is of the view that it is nevertheless in the interest of the Group and the Company's shareholders for the provision of the GSH New Supplier Guarantee by the GSH Guarantor, as (i) the GSH Previous Supplier Guarantee may be enforced by BOC immediately should the Supplier be unable to repay the Previous Supplier Loan; (ii) the immediate enforcement by BOC of the GSH Previous Supplier Guarantee for full repayment of the Previous Supplier Loan by the Guarantors or any of them may lead to disposal of assets or respective businesses of the GSH Guarantor, or even liquidation of the GSH Guarantor; (iii) the liquidation of the GSH Guarantor may lead to cross default of intra-group corporate guarantees given by the Group to the GSH Guarantor, which will have significant adverse impact on the going-concern of the Group; and (iv) the provision of the GSH New Supplier Guarantee by the Group is the current most feasible solution for prevention of the above chain of events in light of the limited time available to the Group, which may allow the Group and the Supplier to have additional time for further negotiation with BOC for the release of the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee. In addition, the Board wishes to

LETTER FROM THE BOARD

emphasize that, irrespective of the financial capability of the Supplier New Holdco, the New Supplier Loan Agreements and the New Supplier Guarantees (including the GSH New Supplier Guarantee) are subject to the discretion and internal approval of BOC, and therefore may not be entered into by BOC, the Supplier and the Guarantors notwithstanding the approval by the shareholders of the Company and GBT.

Shareholders and potential investors of the Group are reminded that, as the Supplier has already defaulted in repayment of the Previous Supplier Loan, there is no assurance that BOC will not, at any time at its sole discretion, demand the GSH Guarantor for immediate repayment of all or any part of the Previous Supplier Loan or (as applicable) the New Supplier Loan even if the GSH New Supplier Guarantee is entered into by the Group. There is also no assurance that the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee can be released and discharged by the end of 2016, or at all, as that depends on, among others, the progress of the execution of acceptable replacement guarantees in favour of BOC for replacing the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee and the restructuring of the Supplier. If the GSH New Supplier Guarantee cannot be released and discharged on or before the expiry of the New Supplier Loan for whatever reason, there is also no assurance that BOC will not request the Supplier and/or the Group to undertake other debt restructuring measures, including but not limited to the refinancing of the New Supplier Loan and/or the renewal of the GSH New Supplier Guarantee by the Group.

Despite of the completion of subscription of shares of and convertible bonds in GBT by its controlling shareholder in 2015, the net proceeds from the subscription were only planned to be used for the GBT Group's business development, expenses in relation to the relocation of the GBT Group's production facilities in Lu Yuan District, Changchun to the new production facilities in Xinglongshan, Changchun, and for GBT's general working capital purpose. As such, the completion of subscription does not enable the Group to strengthen its financial position. In addition, given that the New Supplier Loan serves the function of refinancing and extending the Previous Supplier Loan for the same loan amount, and that the GSH New Supplier Guarantee shall replace the GSH Previous Supplier Guarantee without guaranteeing additional amount of debts of the Supplier, the Board expects that the risk exposure of the Group will not be changed under the GSH New Supplier Guarantee.

LETTER FROM THE BOARD

The GSH New Supplier Guarantee may give rise to a disclaimer of opinion in the auditor's report in 2016, similar to that in 2015 which was resulted from, among others, the limitation of audit scope in respect of the GSH Previous Supplier Guarantee. In accordance with applicable accounting standards, financial guarantee contracts are initially recognized at fair value at the time when the financial guarantee contracts are entered into, and are subsequently measured at the higher of (a) the amount determined in accordance with HKAS 37 and (b) the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with HKAS 18. The fair value of financial guarantee contracts is assessed with reference to, among others, the financial position and repayment ability of the principal debtor to which the financial guarantee contracts relate. Since the Supplier is a third party private company, information about its financial position, including its repayment ability, liquidity and other financial resources, may not be readily available to the Group or otherwise considered reliable to the satisfaction of valuers. The valuers engaged by the Group in appraising the fair value of the GSH Previous Supplier Guarantee had encountered such difficulties so they were unable to reliably estimate the fair value of the GSH Previous Supplier Guarantee, and it is expected that the valuers will encounter the same difficulties when appraising the fair value of the GSH New Supplier Guarantee. Consequently, it is expected that a limitation of audit scope of the same nature in 2015 will continue in 2016. As mentioned above, the Company will endeavor to achieve the release of the GSH Guarantor from the GSH Previous Supplier Guarantee or (as applicable) the GSH New Supplier Guarantee.

INFORMATION OF THE GBT GROUP AND THE GROUP

The GBT Group is principally engaged in the manufacture and sale of corn refined products, corn based biochemical products and (through the Group) corn based sweetener products.

The Group is principally engaged in the manufacture and sale of corn refined products and corn based sweetener products.

INFORMATION OF THE SUPPLIER AND BOC

The principal business of the Supplier is the purchase of corn kernels from local farmers in Changchun and other regions of the Jilin Province and the resale thereof to end users in the northeast provinces in the PRC.

LETTER FROM THE BOARD

The Supplier is beneficially majority-owned by the Labour Union, being the labour union of the PRC employees of the GBT Group and the Group. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, save that (i) the Supplier is the supplier of the GBT Group and the Group of corn kernels, and (ii) the ultimate beneficial owner of the Supplier includes the labour union of the PRC employees of the GBT Group and the Group, the Supplier and its ultimate beneficial owners are third parties independent of the Company, its connected persons, and the business and operations are separately managed by its owned management team, independent from that of the Group. In addition, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Directors are members of the Labour Union nor have any interest in the Labour Union.

Based on the unaudited financial statements provided by the Supplier, the Supplier has a negative net asset value of approximately RMB53 million as of 31 December 2015 and a net loss after taxation of approximately RMB136 million for the year ended 31 December 2015.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, save that BOC is one of the principal banks of the GBT Group and the Group and GBT's controlling shareholders, BOC and its ultimate beneficial owners are third parties independent of the Company and its connected persons. BOC is principally engaged in the provision of banking services.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios in respect of each of the New Supplier Guarantees exceeded 25%, the New Supplier Guarantees constitute a major transaction of the Company and is therefore subject to the notification, announcement and shareholders' approval requirements under the Listing Rules.

3. EGM

The Company will convene the EGM at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Thursday, 22 September 2016 to consider and, if thought fit, approve the GSH New Supplier Guarantee. A notice of the EGM is set out on pages 32 to 33 of this circular.

LETTER FROM THE BOARD

To the best knowledge of the Directors after making all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions approving the GSH New Supplier Guarantee and the transactions contemplated thereunder, all resolutions to be proposed at the EGM will be taken by poll, the results of which will be announced after the EGM.

A form of proxy for use at the EGM is also enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and, in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting 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 meeting thereof.

4. RECOMMENDATION

The Directors consider that the terms of the GSH New Supplier Guarantee and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions in the terms as set out in the notice of the EGM.

5. ADDITIONAL INFORMATION

Your attention is also drawn to the information contained in the appendices to this circular.

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

1. INDEBTEDNESS STATEMENT

As at the close of business on 31 July 2016, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the Group had total interest-bearing borrowings of approximately HK\$870,833,000, details of which are as follows:

	Unguaranteed	Guaranteed		Total
	Secured	Secured	Unsecured	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current				
Bank loans	184,524	107,143	107,143	398,810
Current				
Bank loans	17,857	59,523	394,643	472,023
	<u>202,381</u>	<u>166,666</u>	<u>501,786</u>	<u>870,833</u>

The Group's bank borrowings amounting to HK\$369,047,000 were secured by the pledge of certain of the Group's property, plant and equipment and prepaid land lease payment.

At the close of business on 31 July 2016, Changchun Dihao was subject to the Previous Supplier Guarantee with a maximum guaranteed amount of RMB2.5 billion under the guarantee contract.

Apart from intra-Group liabilities and save as aforesaid, at the close of business on 31 July 2016, the Group did not have any other outstanding debt securities, term loans, other bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase commitments or other borrowings or indebtedness in the nature of borrowings, mortgage, charges, contingent liabilities or guarantees.

2. WORKING CAPITAL

The Group recorded a consolidated net loss of approximately HK\$69 million (30 June 2015: approximately HK\$156 million) for the six months ended 30 June 2016 and as at that date, net current assets of approximately HK\$9 million (31 December 2015: net current liabilities of approximately HK\$128 million). In view of these circumstances, the Directors have taken the following steps to improve the Group's liquidity and solvency position.

(a) Active negotiations with banks to obtain adequate bank borrowings to finance the Group's Operations

The management of the Company has been actively negotiating with the banks in the PRC to secure the renewals of the Group's short term bank loans and long term bank loans to meet its liabilities when fall due.

Pursuant to an agreement signed with four major lender banks of the subsidiaries of the Company and GBT on 22 September 2015, in respect of the banking facilities granted to the subsidiaries of the Company and GBT in Changchun, the four major lender banks agreed 1) to lower the interest rate for the bank borrowings; 2) not to withdraw any banking facilities then obtained; and 3) to take all possible measures to ensure the renewal of all existing bank borrowings. On 21 March 2016, at a meeting between the Company and three major lender banks in Changchun, the three lender banks have reiterated their support to the subsidiaries of the Company and GBT in Changchun, confirmed the validity of such agreement and expressed their intention to renew the existing banking facilities granted by them to the Company's and GBT's subsidiaries in Changchun upon expiry.

(b) Improvement of the Group's operating cash flows

The Group is taking measures to tighten cost controls over various production costs and expenses with the aim to attain profitable and positive cash flow operations. During the year ended 31 December 2015, the Group has scaled down certain corn starch and corn based sweetener production in order to minimise operating cash outflows.

Based on management estimation of the future cash flows of the Group, after taking into account (i) the successful renewals of the Group's existing bank borrowings; (ii) the measures to minimise the Group's operating cash outflows; (iii) the materialisation of the disposals of the relevant properties pursuant to

the property disposal agreement dated 14 April 2016 entered into between a purchaser and members of the Group in respect of the sale and purchase of pieces of land and buildings erected thereon at the east side of Xihuancheng Road, Lu Yuan District, Changchun, the PRC, and (iv) the materialisation of the disposals of the relevant assets pursuant to the asset disposal agreement dated 14 April 2016 entered into between a purchaser and members of the Group in respect of the sale and purchase of, among others, trade and other receivables owed to the Group, the Directors consider that the Group is able to generate sufficient funds to meet its financial obligations as and when they fall due in the foreseeable future.

(c) Financial support from the controlling shareholder of GBT

The Group has received a written confirmation from the ultimate controlling shareholder of GBT that it will provide financial support to the Group for its operation on a going concern basis and undertake all liabilities that may arise from the financial guarantee contracts in respect of banking facilities granted to a major supplier. Such assistance received by the Group is not secured by any assets of the Group.

As such, the Directors are of the opinion that, after taking into account the internal resources, the present and expected available banking facilities, the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

3. FINANCIAL AND TRADING PROSPECTS

In order to maintain the competitiveness of the Group, the Group will strive to maintain its market share, diversify its product mix and enhance its capability in developing high value-added products and new applications through in-house research and development efforts and strategic business alliance with prominent international market leaders.

In the short run, the Group will take opportunity of the relocation of its production facilities to the productions site of the Group in Xinglongshan, Changchun to re-adjust its product mix and capacity to adapt to market changes, and at the same time, enhance operation efficiency through continuous research and development efforts to lower operating costs. The relocation plan of the Group will be financed by the Group's internal resources, and the Directors are of the view that the existing technology know-how of the Group is sufficient for the relocation of production facilities.

In the long run, the Group will continue to strengthen its market position leveraging on its brand name and add value to the current product mix through the introduction of new high value-added products. The Group will also consider the possibility of diversification of business to ensure sustainable development of the Group in longer term.

With respect to the financial position of the Group, the management will endeavor to overcome the challenges and adopt a prudent approach in face of the current market condition.

4. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial position or trading position of the Group since 31 December 2015, being the date to which the latest published audited financial statements of the Group was made up.

1. RESPONSIBILITY STATEMENT

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.

2. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company:

Name of Director	Company/name of associated corporation	Nature of interest	Number of shares interested <i>(Note 1)</i>	Percentage of relevant class of issued share capital of the Company/ associated corporation <i>(Note 2)</i>
Mr. Kong Zhanpeng	The Company	Interest of a controlled corporation	1,984,000 Shares (L) <i>(Note 3)</i>	0.13

Name of Director	Company/name of associated corporation	Nature of interest	Number of shares interested (Note 1)	Percentage of relevant class of issued share capital of the Company/ associated corporation (Note 2)
	GBT	Beneficial owner	18,256,000 ordinary shares of HK\$0.10 each (L)	0.29
	GBT	Interest of a controlled corporation	241,920,000 ordinary shares of HK\$0.10 each (L) (Note 4)	3.78

Notes:

1. The letter “L” represents the Director’s interests in the shares and underlying shares of the Company or its associated corporation.
2. On the basis of 1,527,586,000 Shares and 6,398,998,360 Shares of GBT in issue as at the Latest Practicable Date.
3. These shares are held by Hartington Profits Limited, a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Kong Zhanpeng.
4. These 241,920,000 shares are held by Hartington Profits Limited.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Since 31 December 2015 (being the date to which the latest published audited consolidated financial statements of the Group are made up) and up to the Latest Practicable Date, none of the Directors or proposed directors of the Company (if any) had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

Mr. Kong Zhanpeng, an executive Director, is interested in approximately 4.07% of the issued share capital of GBT through his interest as beneficial owner and interest in Hartington Profits Limited, and is the chief executive officer of GBT. In addition, Mr. Wang Jian, an executive Director, is also the executive director of GBT. As such, both Mr. Kong and Mr. Wang are considered to have material interests in the (i) master agreement dated 8 April 2016 entered into between the Group and the GBT Group in relation to the purchase of corn starch by the Group from the GBT Group; (ii) the master agreement dated 8 April 2016 entered into between the Group and the GBT Group in relation to the supply of electricity, water and steam and provision of wastewater treatment services by the GBT Group to the Group; and (iii) the master agreement dated 8 April 2016 entered into between the Group and the GBT Group in relation to the appointment of the Group as the distributor of the GBT Group for the distribution of its lysine and other corn-refined products from time to time.

Save as disclosed above, none of the Directors or proposed directors of the Company (if any) was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date and which is significant in relation to the business of the Group taken as a whole.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, so far as is known to any Directors or chief executive of the Company, the persons (other than a Director or chief executive of the Company); (a) who had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (b) who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other members of the Group, were as follows:

Name of shareholder	Company/ Name of Group member	Nature of interest	Capital/number of shares/ underlying shares held <i>(Note 1)</i>	Approximate percentage of shareholding <i>(Note 2)</i>
Global Corn Bio-chem Technology Company Limited (“ Global Corn Bio-chem ”)	The Company	Beneficial owner	977,778,000 Shares (L)	64.01
GBT	The Company	Interest of a controlled corporation <i>(Note 3)</i>	977,778,000 Shares (L)	64.01
	The Company	Beneficial owner	500,000 Shares (L)	0.03
Modern Agricultural Industry Investment Limited <i>(Note 4)</i>	The Company	Interest of a controlled corporation	978,278,000 Shares (L)	64.04
Modern Agricultural Industry Investment Holdings Limited <i>(Note 4)</i>	The Company	Interest of a controlled corporation	978,278,000 Shares (L)	64.04
Jilin Province Modern Agricultural Industry Investment Fund (LLP) (“ PRC LLP ”) <i>(Note 4)</i>	The Company	Interest of a controlled corporation	978,278,000 Shares (L)	64.04
Jilin Province Modern Agricultural Industry Fund Limited <i>(Note 4)</i>	The Company	Interest of a controlled corporation	978,278,000 Shares (L)	64.04
Jilin Changjitu Investment Co., Ltd. <i>(Note 4)</i>	The Company	Interest of a controlled corporation	978,278,000 Shares (L)	64.04
Jiaotou <i>(Note 4)</i>	The Company	Interest of a controlled corporation	978,278,000 Shares (L)	64.04

Notes:

1. The letter “L” represents the Director’s interests in the shares and underlying shares of the Company.
2. On the basis of 1,527,586,000 Shares in issue as at the Latest Practicable Date.
3. These Shares are registered in the name of Global Corn Bio-chem, which is a wholly owned subsidiary of GBT. Therefore, GBT is deemed to be interested in all the Shares in which Global Corn Bio-chem is interested according to the SFO. Mr. Kong Zhanpeng, an executive Director, is also the chief executive officer of GBT.
4. These Shares comprise of 977,778,000 Shares registered in the name of Global Corn Bio-chem and 500,000 Shares in the name of GBT, whose issued share capital is owned as to approximately 49.0% by Modern Agricultural Industry Investment Limited. The entire issued capital of Modern Agricultural Industry Investment Limited is held by Modern Agricultural Industry Investment Holdings Limited which is in turn wholly owned by PRC LLP. The sole general partner of PRC LLP is Jilin Province Modern Agricultural Industry Fund Limited, and Jilin Changjitu Investment Co., Ltd. is 40% limited partner of PRC LLP, Yinhua Wealth and Capital Management (Beijing) Co., Ltd. is 26.7% limited partner of PRC LLP, Jiaotou is 20% limited partner of PRC LLP, while Changchun Emerging Industry Equity Investment Fund Co., Ltd. is 13.3% limited partner of PRC LLP. Jilin Province Modern Agricultural Industry Fund Limited is wholly owned by Jilin Changjitu Investment Co., Ltd. whose 91.11% of its interest is owned by Jiaotou. Jiaotou is 71.43% owned by 吉林省人民政府國有資產監督管理委員會 (Stated-owned Assets Supervision & Administration Commission of the People’s Government of Jilin Province). Each of Modern Agricultural Industry Investment Limited, Modern Agricultural Industry Investment Holdings Limited, PRC LLP, Jilin Province Modern Agricultural Industry Fund Limited, Jilin Changjitu Investment Co., Ltd., Jiaotou and 吉林省人民政府國有資產監督管理委員會 (Stated-owned Assets Supervision & Administration Commission of the People’s Government of Jilin Province) are deemed to be interested in Shares in which GBT is interested.

Mr. Wang Jian, an executive Director, is also the deputy general manager of Jiaotou, and an executive director of GBT.

Mr. Fu Qiang, a non-executive Director, is also the general manager and deputy secretary of the Party Committee of Jiatou.

Save as disclosed herein, so far as is known to any Director or chief executive of the Company, there was no other person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other member of the Group.

4. SERVICE AGREEMENTS

As at the Latest Practicable Date, none of the Directors had a service contract with any member of the Group which was not determinable by the Company or the relevant member of the Group within one year without payment of compensation other than statutory compensation.

5. MATERIAL LITIGATIONS

As at the Latest Practicable Date, there was no litigation or claims of material importance pending or threatened against the Group as at the Latest Practicable Date.

6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by the members of the Group within two years immediately preceding the date of this circular, and are or may be material:

- (a) the property transfer agreement dated 14 April 2016 and entered into between 吉林省太陽神建築工程有限公司 (Jilin Province Taiyangshen Construction Engineering Co., Ltd.) (“Taiyangshen”) and Changchun Dihao and 長春帝豪結晶糖開發實業有限公司 (Changchun Dihao Crystal Sugar Industry Development Co., Ltd.) (“Dihao Crystal Sugar”) in respect of the sale and purchase of pieces of land and buildings erected thereon at the east side of Xihuancheng Road, Lu Yuan District, Changchun, the PRC, on and subject to the terms and conditions thereof (the “Property Disposal Agreement”);
- (b) the asset transfer agreement dated 14 April 2016 and entered into between the Taiyangshen and Changchun Dihao and Dihao Crystal Sugar in respect of the sale and purchase of, among others, trade and other receivables owed to the Group, on and subject to the terms and conditions thereof (the “Asset Disposal Agreement”);
- (c) guarantee contract dated 4 March 2015 executed by Changchun Dihao in favour of a bank in the PRC in relation to the banking facilities of the Supplier up to a maximum guaranteed amount of RMB2.5 billion for nil consideration passing to or from Changchun Dihao;
- (d) mortgage executed by Changchun Dihao and Dihao Crystal Sugar in February 2015 for the provision of mortgage security in favour of a bank in the PRC for the benefit of Changchun Dacheng Bio-tech; and

- (e) mortgage executed by, among others, Changchun Dihao dated 11 December 2014 for the provision of mortgage security in favour of a bank in the PRC for the benefit of Changchun Dahe.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the head office and principal place of business of the Company in Hong Kong at Unit 1104, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong during normal business hours from 9:30 a.m. to 5:00 p.m. on any Business Day from the date of this circular up to and including the date of the EGM:

- (a) the memorandum and articles of association of the Company;
- (b) the consolidated audited accounts of the Company for each of the two financial years ended 31 December 2015;
- (c) the circular dated 3 June 2016 in relation to, among others, the Property Disposal Agreement and the Asset Disposal Agreement;
- (d) the circular dated 21 March 2016 in relation to, among others, certain continuing connected transactions entered into by the Group with the GBT Group;
- (e) the letter from the Board, the text of which is set out on pages 6 to 19 to this circular; and
- (f) the material contracts referred to under the paragraph headed “6. Material Contracts” in this appendix.

8. MISCELLANEOUS

- (a) The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is at Unit 1104, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

- (d) The company secretary is Mr. Lee Chi Yung. Mr. Lee is the member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

- (e) The English text of this circular shall prevail over its Chinese text.

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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Global Sweeteners Holdings Limited (“**Company**”, and together with its subsidiaries, the “**Group**”) will be held on 22 September 2016 at 10:00 a.m. for the purposes of considering and, if though fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the guarantee to be given by 長春帝豪食品發展有限公司 (Changchun Dihao Foodstuff Development Co., Ltd.) for the benefit of 長春大金倉玉米收儲有限公司 (Changchun Dajincang Corn Procurement Co., Ltd.) (the “**Supplier**”) in relation to, all indebtedness due and owing to 中國銀行股份有限公司偉峰國際支行 (Bank of China Weifeng International Branch) pursuant to any loan agreements or other documents signed by the Supplier in the maximum principal amount of RMB2.5 billion, on and subject to the terms and conditions thereof (a copy of the above guarantee has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereby 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 therewith or the transactions contemplated thereby.”

By order of the Board of
Global Sweeteners Holdings Limited
Lee Chi Yung
Company Secretary

Hong Kong, 6 September 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 1
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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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. 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.
5. For the purpose of determining members who are qualified for attending the above meeting, the register of members of the Company will be closed on 22 September 2016, no transfer of the Shares will be effected on that day. In order to qualify for attending the above meeting, 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 21 September 2016.

As at the date of this notice, the Board 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 three independent non-executive Directors, namely, Mr. Ho Lic Ki, Mr. Lo Kwing Yu and Mr. Yuen Tsz Chun.