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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) of Global Sweeteners Holdings Limited (“**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Jade Room, 6th floor, The Marco Polo Hongkong Hotel, Harbour City, No. 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 10:30 a.m. on Thursday, 28 February 2019 to consider, if though fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT** the master purchase agreement (“**New Corn Starch and Other Raw Materials Master Purchase Agreement**”) in relation to the purchase of corn starch and other raw materials by the Group from Global Bio-chem Technology Group Company Limited (“**GBT**”) and its subsidiaries (the “**GBT Group**”) to be entered into between the Company and GBT (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), the transactions contemplated thereby and the expected annual cap of HK\$322,000,000, HK\$539,000,000 and HK\$768,000,000 for each of the three years ending 31 December 2021, respectively, in respect of the transactions contemplated under the New Corn Starch and Other Raw Materials Master Purchase Agreement be and is 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 and Other Raw Materials Master Purchase Agreement or the transactions contemplated thereby.”

2. “**THAT** the master agreement in relation to the supply of electricity, water and steam and provision of wastewater treatment services by the GBT Group to the Group (“**New Utilities Master Supply Agreement**”) to be entered into between the Company and GBT (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), the transactions contemplated thereby and the expected annual cap of HK\$20,000,000, HK\$40,000,000 and HK\$62,000,000 for each of the three years ending 31 December 2021, 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 is 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.”
3. “**THAT** the master agreement in relation to the sales of corn sweeteners by the Group to the GBT Group (“**Master Sales Agreement**”) to be entered into between the Company and GBT (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), the transactions contemplated thereby and the expected annual cap of HK\$15,000,000, HK\$15,000,000 and HK\$16,000,000 for each of the three years ending 31 December 2021, respectively, in respect of the transactions contemplated under the Master Sales Agreement be and is 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 Master Sales Agreement or the transactions contemplated thereby.”
4. “**THAT** Mr. Fong Wai Ho be and is hereby re-elected as independent non-executive director of the Company.”
5. “**THAT** Mr. Wang Wenquan be and is hereby re-elected as independent non-executive director of the Company.”

By order of the Board of  
**Global Sweeteners Holdings Limited**  
**Zhang Zihua**  
*Acting Chairman*

Hong Kong, 4 February 2019

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*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 (i.e. at or before 10:30 a.m. on Tuesday, 26 February 2019 (Hong Kong time)) or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 25 February 2019 to Thursday, 28 February 2019, 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 Friday, 22 February 2019 for registration.

*As at the date of this notice, the Board comprises one executive director, namely Mr. Zhang Zihua; and three independent non-executive directors, namely, Mr. Fong Wai Ho, Mr. Lo Kwing Yu and Mr. Wang Wenquan.*