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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)

CONTINUING CONNECTED TRANSACTIONS

(1) NEW MASTER AGREEMENTS

(2) REVISION OF THE PRESCRIBED GUIDELINES

NEW MASTER AGREEMENTS

Reference is made to the announcement of the Company dated 26 February 2016 in relation to among others, the Existing Corn Starch Master Purchase Agreement and the Existing Utilities Master Supply Agreement.

The Company (for itself and as trustee for the benefit of other members of the Group) will enter into the New Corn Starch and Other Raw Materials Master Purchase Agreement, the New Utilities Master Supply Agreement and the Master Sales Agreement with GBT (for itself and as trustee for the benefit of other members of the GBT Group) on and with effect from the date of approval by the Independent Shareholders at the EGM to 31 December 2021.

REVISION OF THE PRESCRIBED GUIDELINES

In view of the entering into of the New Corn Starch and Other Raw Materials Master Purchase Agreement and the Master Sales Agreement, as recommended by the CCT Supervisory Committee, the Board has revised and approved the Prescribed Guidelines on 8 January 2019 to set out the procedures for the CCT Executive Committee to follow in the determination of the purchase price or as the case may be, the selling price and other major commercial terms in respect of the purchase of other raw materials and the supply of corn sweeteners under the New Corn Starch and Other Raw Materials Master Purchase Agreement and the Master Sales Agreement.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, GBT is the controlling shareholder of the Company holding approximately 64.04% of the entire issued share capital of the Company. Accordingly, the transactions contemplated under the New Master Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Since the annual caps under each of the New Master Agreements for each of the three years ending 31 December 2021 are expected to represent more than 5% of one or more of the applicable percentage ratios under the Listing Rules and are expected to exceed HK\$10,000,000 each, the continuing connected transactions contemplated under each of the New Master Agreements and the annual caps therefor are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

In view of the foregoing, the Company will seek to obtain the approval of the Independent Shareholders on the continuing connected transactions under the New Master Agreements and the related annual caps at the EGM.

GENERAL

An EGM will be convened and held for, among others, the Independent Shareholders to consider and, if thought fit, to approve the New Master Agreements and the related annual caps for the three years ending 31 December 2021.

The Company has appointed Octal Capital Limited as the IFA for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions contemplated under the New Master Agreements.

A circular containing, among other information, (i) a letter from the Board setting out further information on the continuing connected transactions contemplated under the New Master Agreements and the related annual caps; (ii) a letter from the IFA setting out its advice in connection with the aforesaid; (iii) recommendations of the Independent Board Committee to the Independent Shareholders; and (iv) a notice convening the EGM and the proxy form will be despatched to the Shareholders on or before 29 January 2019.

(A) NEW MASTER AGREEMENTS FOR CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 26 February 2016 in relation to among others, the Existing Corn Starch Master Purchase Agreement and the Existing Utilities Master Supply Agreement.

The Existing Corn Starch Master Purchase Agreement and the Existing Utilities Master Supply Agreement expired on 31 December 2018. Members of the Group in Changchun will continue the production of downstream products. It is expected that the Group will continue to utilise the electricity, water, steam and wastewater treatment facilities of the production facilities of the

GBT Group there (which are adjacent to that of the Group). Members of the Group will also continue to purchase corn starch (either in powder or slurry form) from the GBT Group as its principal materials for the Group's production. In addition, the Group will also purchase other raw materials, such as enzymes, which are used in the production of corn sweeteners from a subsidiary of GBT. As such, the Company (for itself and as trustee for the benefit of other members of the Group) will enter into the New Corn Starch and Other Raw Materials Master Purchase Agreement and the New Utilities Master Supply Agreement with GBT (for itself and as trustee for the benefit of other members of the GBT Group) on and with effect from the date of approval by the Independent Shareholders at the EGM to 31 December 2021.

On the other hand, the Group's downstream production in Changchun could supply corn sweeteners to members of GBT for the production of enzymes and amino acids. Since the production facilities of the Changchun Group is in close proximity to the production facilities of the GBT Group in Changchun. Such arrangement could save the Group's processing, packaging, storage, transportation and other related selling expenses. As such, the Company (for itself and as trustee for the benefit of other members of the Group) will enter into the Master Sales Agreement with GBT (for itself and as trustee for the benefit of other members of the GBT Group) for the sale of corn sweeteners by the Group to the GBT Group on and with effect from the date of approval by the Independent Shareholders at the EGM to 31 December 2021.

New Corn Starch and Other Raw Materials Master Purchase Agreement

Principal terms of the New Corn Starch and Other Raw Materials Master Purchase Agreement

Pursuant to the New Corn Starch and Other Raw Materials Master Purchase Agreement, the Group will purchase corn starch in the form of powder or starch slurry and other raw materials, such as enzymes, from the relevant members of the GBT Group at prices to be determined from time to time by the relevant members of the GBT Group and the Group on arm's length basis and with reference to pricing method and procedures as explained below, and on such other standard terms of sale and purchase from time to time.

Pursuant to the New Corn Starch and Other Raw Materials Master Purchase Agreement, the GBT Group shall be responsible for the delivery of the corn starch and other raw materials to the production plants of the Group or such other locations from time to time designated by the Group, and the purchase price for corn starch and other raw materials shall be inclusive of transportation and packaging of the corn starch and other raw materials so purchased. In relation to corn starch in the form of starch slurry, the GBT Group will procure the delivery of corn starch slurry to the Group's Changchun production plants by way of starch pipelines. There are meters attached to the pipelines connecting between the production plants of the Changchun Group and the relevant GBT Group members in Changchun to record the amount of corn starch slurry consumed. In addition, another key raw material for the production of the Group's downstream products, enzymes, are produced as a main product of a subsidiary of GBT which is principally engaged in biomass processing, fermentation, research and development of bio-chemical technology equipment, and pilot production, etc. Since this subsidiary of GBT is

specialised in the research and development and pilot production of bio-chemical technology, the Group could benefit from the efficiency through the use of its enzymes required by the Group's production needs by utilising the service provided by GBT and a stable supply of such enzymes. In addition, the production plant of enzymes is located at the same site as the Changchun Group in Xinglongshan, Changchun. As such, the Changchun Group could stabilise the supply of enzymes and lower transportation costs by sourcing the enzymes from the GBT Group. The payment terms for the above products will be set out in the purchase order for each order to be placed under the New Corn Starch and Other Raw Materials Master Purchase Agreement, provided that the purchase price shall be payable by the relevant member of the Group within 60 days after the date of the relevant invoice issued by the relevant member of the GBT Group or such longer period as the parties may agree. The New Corn Starch and Other Raw Materials Master Purchase Agreement is for a term of three years commencing on and with effect from the date of approval by the Independent Shareholders at the EGM and expiring on 31 December 2021 unless terminated earlier by three months' written notice by either party.

Pricing method and procedures

In order to ascertain the prevailing market rates of corn starch in the form of powder or starch slurry and other raw materials from time to time and to ensure that the terms offered by the GBT Group to the Group are on normal commercial terms, pursuant to the Prescribed Guidelines, the CCT Executive Committee would obtain market selling prices of corn starch and other raw materials according to the following procedures:

- (1) the CCT Executive Committee will obtain quotation from at least one (or such other number as shall be determined by the CCT Supervisory Committee from time to time) Independent Third Parties supplier(s) and compare it with the terms offered by the GBT Group for the supply of corn starch and other raw materials of comparable specifications and quantities to its Independent Third Parties customers;
- (2) the total purchase price and terms for the purchase of corn starch in the form of corn starch slurry shall be determined by using the lower of (i) the average unit selling price of corn starch offered by the GBT Group to its Independent Third Parties customers, less the unit transportation, storage, insurance, dehydration and/or packaging costs saved by reason of the supply of corn starch in slurry form which would otherwise be payable to the GBT Group by its Independent Third Parties customers for the relevant month up to the price determination date; and (ii) the quotations from Independent Third Parties supplier(s) for the purchase of corn starch of comparable specifications and quantities plus (if not included as part of the purchase price) any additional cost (such as transportation, storage and/or insurance costs) to be incurred by the Group in order for the Group to purchase corn starch from such Independent Third Parties supplier(s) for the relevant month up to the price determination date;

- (3) the total purchase price and terms for the purchase of corn starch in the form of corn starch powder shall be determined by using the lower of (i) the average unit selling price of corn starch offered by the GBT Group to its Independent Third Parties customers for the relevant month up to the price determination date; and (ii) the quotations from Independent Third Parties supplier(s) for purchase of corn starch of comparable specifications and quantities plus (if not included as part of the purchase price) any additional cost (such as transportation, storage and/or insurance costs) to be incurred by the Group in order for the Group to purchase corn starch from such Independent Third Parties supplier(s) for the relevant month up to the price determination date; and
- (4) the total purchase price and terms for the purchase of other raw materials shall be determined by using the lower of (i) (if available) the average unit purchase price of other raw materials of comparable specifications and quantities plus (if not included as part of the purchase price) any additional cost (such as transportation, storage and/or insurance costs) from such Independent Third Parties supplier(s) for the relevant month up to the price determination date; and (ii) the quotations from Independent Third Parties supplier(s) for purchase of the other raw materials of comparable specifications and quantities plus (if not included as part of the purchase price) any additional cost (such as transportation, storage and/or insurance costs) to be incurred by the Group in order for the Group to purchase the products from such Independent Third Parties supplier(s) for the relevant month up to the price determination date.

Proposed annual caps

The management of the Group expects that the Group will purchase 113,000MT, 185,000MT and 257,000MT of corn starch (either in powder or slurry form) and other raw materials from the GBT Group for each of the three years ending 31 December 2021, which will constitute 32.3%, 45.8% and 56.2% of the total corn starch and other raw materials to be used by the Group for each of the three years ending 31 December 2021, respectively, and the aggregate purchase prices payable by the Group for the purchase of corn starch (either in powder or slurry form) and other raw materials from the GBT Group for each of the three years ending 31 December 2021 will not exceed HK\$322,000,000 million, HK\$539,000,000 million and HK\$768,000,000 million, respectively.

The proposed annual caps for each of the three years ending 31 December 2021 are determined by the management of the Group by reference to the aggregate amounts paid by the Group to the GBT Group in respect of the purchase of corn starch and other raw materials from the GBT Group for the two years ended 31 December 2017, which were approximately HK\$90,323,000 and HK\$115,967,000, respectively, and the year ended 31 December 2018 which amounted to approximately HK\$264,496,000 as projected based on the figures for the eleven months ended 30 November 2018, the prevailing market prices and taking into consideration of an estimated inflation rate of 3.0% in the PRC. The management of the Group expects that approximately 65.5%, 68.8% and 70.2% of the proposed annual caps for the three years ending 31 December

2021 will be directed to serve the production needs of the Changchun Group while the remaining 34.5%, 31.2% and 29.8% of the proposed annual caps for the three years ending 31 December 2021 will be directed to mainly serve the production needs of the Group's Shanghai operation.

Reasons for the continuing connected transactions

Jinzhou's downstream production has resumed since the end of 2016 and expects to consume one-fifth of Jinzhou's upstream production capacity of corn starch. In order to maintain the relationship and connection with its corn starch customers, the remaining production capacity of the Group's Jinzhou plant is intended to fulfill the needs of independent customers. To meet the production needs of the Group's production facilities in Changchun and Shanghai, members of the Group may purchase corn starch (either in powder or slurry form) from the GBT Group as one of its principal production materials for the Group's corn sweetener products.

The Group had been sourcing corn starch (either in powder or slurry form) from the GBT Group as one of the principal production materials for the Group. The management of the Group considers that the purchase of corn starch (either in powder or slurry form) from the GBT Group under the New Corn Starch and Other Raw Materials Master Purchase Agreement is beneficial to the Group as the GBT Group has a proven track record of quality products and the Group can source reliable supply and consistent quality of production materials. In addition, in relation to members of the Group and GBT Group in Changchun, owing to the close proximity of the existing production facilities of the Group and the GBT Group in Xinglongshan, Changchun, the supply of corn starch by the GBT Group to the Group in slurry form through a pipeline arrangement could largely save the Group's processing, packaging, dehumidifying, storage, transportation and other related costs.

Furthermore, since the completion of relocation of downstream production plants to Xinglongshan, Changchun, the management of the Group expects that the demand of enzymes will increase. As such, the stable and reliable supply of enzymes is one of the key factors to maintain the operation of the Group's downstream production. The management of the Group considers that the purchase of enzymes from the GBT Group under the New Corn Starch and Other Raw Materials Master Purchase Agreement is beneficial to the Group as the Group can source reliable supply of production materials with consistent quality.

The terms and conditions of the New Corn Starch and Other Raw Materials Master Purchase Agreement were negotiated between the parties to it on an arm's length basis. The Board (excluding the independent non-executive Directors who will form their view after taking into account the advice of the IFA) is of the view that the terms and conditions of the New Corn Starch and Other Raw Materials Master Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

The Board (excluding the independent non-executive Directors who will form their view after taking into account the advice of the IFA) is also of the view that the proposed annual caps for the continuing connected transactions under the New Corn Starch and Other Raw Materials Master Purchase Agreement for each of the three years ending 31 December 2021 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

New Utilities Master Supply Agreement

Principal terms of the New Utilities Master Supply Agreement

Pursuant to the New Utilities Master Supply Agreement, the GBT Group shall procure the supply of electricity, water and steam and the provision of wastewater treatment services to the Changchun Group on arm's length basis and with reference to the actual cost incurred by the GBT Group for its provision of such services. The fees payable by the Changchun Group shall be settled on a monthly basis and shall be payable by the Changchun Group within 90 days after the date of the relevant invoice issued by the GBT Group or such longer period as the parties may agree.

The New Utilities Master Supply Agreement shall have a term of three years commencing on and with effect from the date of approval by the Independent Shareholders at the EGM and expiring on 31 December 2021, with an option by the Group, but not the GBT Group, to renew the term for three years on the expiry of such term and on the expiry of every successive period of three years thereafter (subject however to the compliance by the Company and GBT of the applicable Listing Rules), unless terminated earlier by three months' written notice by the Group. The GBT Group shall indemnify and hold the Group fully indemnified against any claims, damages, losses, costs and expenses arising out of or in connection with any breach of obligations in the course of providing its services under the New Utilities Master Supply Agreement, including any failure to comply with the applicable national and provincial environmental protection laws and regulations in respect of the discharge of wastewater and other waste by its wastewater treatment facilities, or any failure or disruption in providing its services to the Group other than as a result of any force majeure events such as war, calamity or any other events which are beyond the control of the GBT Group.

Proposed annual caps

The management of the Group expects that the aggregate fees payable by the Changchun Group to the GBT Group for the supply of utilities services by the GBT Group to the Changchun Group for each of the three years ending 31 December 2021 will not exceed HK\$20,000,000, HK\$40,000,000 and HK\$62,000,000, respectively.

The proposed annual caps for each of the three years ending 31 December 2021 are determined by the management of the Group with reference to aggregate amount paid by the Changchun Group to the GBT Group in respect of the provision of utilities services by the GBT Group for the two years ended 31 December 2017 which were approximately HK\$3,539,000 and

HK\$7,167,000, respectively, and the year ended 31 December 2018 which amounted to approximately HK\$17,357,000 as projected based on the figures for the eleven months ended 30 November 2018, the gradual resumption of production and relocation of the Group's downstream production lines of Changchun and the impact on the inflation rate which took into account the estimated inflation rate in the PRC at 3.0% per annum.

Reasons for the continuing connected transactions

The management of the Group considers that it is for the commercial benefit of the Changchun Group to source utilities services from the GBT Group to achieve economies of scale. The management of the Group also considers that it is for the commercial benefit of the Changchun Group to source such utilities services from the GBT Group instead of incurring capital expenditure or additional cost for construction of its own facility or sourcing from third party suppliers, as the price is determined with reference to the actual cost incurred by the GBT Group for its provision of such services, which is on normal commercial terms and on price not higher than that sourced by the Changchun Group from Independent Third Parties. Furthermore, since the GBT Group has been acting as the administrator in dealing with local electricity and water suppliers for the supply of electricity and water for the Changchun Group, administrative time and costs are saved by the Changchun Group in this respect.

The terms and conditions of the New Utilities Master Supply Agreement were negotiated between the parties to it on an arm's length basis. The Board (excluding the independent non-executive Directors who will form their view after taking into account the advice of the IFA) is of the view that the terms and conditions of the New Utilities Master Supply Agreement and the transactions contemplated thereunder are fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

The Board (excluding the independent non-executive Directors who will form their view after taking into account the advice of the IFA) is also of the view that the proposed annual monetary caps for the continuing connected transactions under the New Utilities Master Supply Agreement for each of the three years ending 31 December 2021 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Master Sales Agreement

Principal terms of the Master Sales Agreement

Pursuant to the Master Sales Agreement to be entered into between the Company (for itself and as trustee for the benefit of other members of the Group) and GBT (for itself and as trustee for the benefit of other members of the GBT Group), the Company agrees to sell to GBT corn sweeteners. Any member of the GBT Group may from time to time place orders with any member of the GSH Group for the purchase of corn sweeteners for delivery to address designated by the member of the GBT Group who placed the order. None of the members of

the GBT Group is obliged to purchase corn sweeteners from the GSH Group and may purchase corn sweeteners from third parties. The Master Sales Agreement is for a term of three years commencing on and with effect from the date of approval by the Independent Shareholders at the EGM and expiring on 31 December 2021 unless terminated earlier by three months' written notice by either party.

Pricing method and procedures

In order to ascertain the prevailing market prices of corn sweeteners from time to time and to ensure that the terms offered to the GBT Group by the Group are on normal commercial terms, pursuant to the Prescribed Guidelines, the CCT Executive Committee would obtain the then prevailing market prices of corn sweeteners so as to ensure that the selling price and other terms of the contract constituted by the purchase order shall be on normal and usual commercial terms and are no more favourable as those applicable to the supply of the same type and quality of corn sweeteners for comparable quantity by the Group to Independent Third Parties customers.

Proposed annual caps

The management of the Group expects that the Group will sell 5,000MT, 5,000MT and 5,000MT of corn sweeteners to the GBT Group for each of the three years ending 31 December 2021, respectively, and the aggregate sales amount to be received by the Group for the sales of corn sweeteners to the GBT Group for each of the three years ending 31 December 2021 will not exceed HK\$15,000,000, HK\$15,000,000 and HK\$16,000,000, respectively.

The proposed annual caps for each of the three years ending 31 December 2021 are determined by the management of the Group based on the projected production output of the GBT and the impact on the inflation rate which took into account the estimated inflation rate in the PRC at 3.0% per annum.

Reasons for the continuing connected transactions

The production processes of enzymes and amino acids require the input of corn sweeteners. Since the production facilities of corn sweeteners of the Group are located in proximity of the production facilities of enzymes and amino acids of the GBT Group, the GBT Group will need the supply of corn sweeteners from the Changchun Group to satisfy its production needs and/or fill the shortfall of their production needs from time to time. The proximity of the production facilities of the Company and GBT will save the Group's processing, packaging, storage, transportation and other related selling expenses. The Changchun Group will also benefit from an additional outlet of its products and relatively stable orders from GBT, without over reliance on the GBT Group.

The terms and conditions of the Master Sales Agreement were negotiated between the parties to it on an arm's length basis. The Board (excluding the independent non-executive Directors who will form their view after taking into account the advice of the IFA) is of the view that the terms and conditions of the Master Sales Agreement and the transactions contemplated thereunder are fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

The Board (excluding the independent non-executive Directors who will form their view after taking into account the advice of the IFA) is also of the view that the proposed annual caps for the continuing connected transactions under the Master Sales Agreement for each of the three years ending 31 December 2021 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(B) REVISION OF THE PRESCRIBED GUIDELINES

In view of the entering into of the New Corn Starch and Other Raw Materials Master Purchase Agreement and the Master Sales Agreement, as recommended by the CCT Supervisory Committee, the Board has revised and approved the Prescribed Guidelines on 8 January 2019 to set out the procedures for the CCT Executive Committee to follow in the determination of the purchase price or as the case may be, the selling price and other major commercial terms in respect of the purchase of other raw materials and the supply of corn sweeteners under the New Corn Starch and Other Raw Materials Master Purchase Agreement and the Master Sales Agreement.

(C) IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, GBT is the controlling shareholder of the Company holding approximately 64.04% of the entire issued share capital of the Company. Accordingly, the transactions contemplated under the New Master Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Since the annual caps under each of the New Master Agreements for each of the three years ending 31 December 2021 are expected to represent more than 5% of one or more of the applicable percentage ratios under the Listing Rules and are expected to exceed HK\$10,000,000 each, the continuing connected transactions contemplated under each of the New Master Agreements and the annual caps therefor are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

In view of the foregoing, the Company will seek to obtain the approval of the Independent Shareholders on the continuing connected transactions contemplated under the New Master Agreements and the related annual caps at the EGM. GBT Group and its associates, and any Shareholders who are materially interested in the continuing connected transactions contemplated under the New Master Agreements are required to abstain from voting on the respective resolutions proposed to be passed at the EGM for approving the continuing connected transactions contemplated under the New Master Agreements and the related annual caps.

The Company has appointed Octal Capital Limited as the IFA to advise the Independent Board Committee and the Independent Shareholders as to whether the continuing connected transactions contemplated under each of the New Master Agreements and the related annual caps are fair and reasonable, whether the continuing connected transactions contemplated under each of the New Master Agreements are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM.

The Company will establish the Independent Board Committee to advise the Independent Shareholders as to whether the continuing connected transactions contemplated under the New Master Agreements and the related annual caps are fair and reasonable, whether the continuing connected transactions contemplated under the New Master Agreements are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM, after taking into account the recommendations of the IFA.

(D) GENERAL

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

An EGM will be convened and held for, among others, the Independent Shareholders to consider and, if thought fit, to approve the New Master Agreements and the related annual caps for the three years ending 31 December 2021.

A circular containing, among other information, (i) a letter from the Board setting out further information on the continuing connected transactions contemplated under the New Master Agreements and the related annual caps; (ii) a letter from the IFA setting out its advice in connection with the aforesaid; (iii) recommendations of the Independent Board Committee to the Independent Shareholders; and (iv) a notice convening the EGM and the proxy form, will be despatched to the Shareholders on or before 29 January 2019.

(E) DEFINITIONS

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	the board of Directors
“CCT Executive Committee”	the independent management team comprising two representatives from the senior management of the Group, established by the Board and responsible for monitoring, review and management of the continuing connected transactions between the Group and the GBT Group
“CCT Supervisory Committee”	the committee comprising three independent non-executive Directors established by the Board to supervise the CCT Executive Committee
“Changchun Group”	the Company and its subsidiaries which have or will have their production facilities established in Changchun, the PRC and which require, as the case may be, (i) in respect of the New Utilities Master Supply Agreement, the supply and provision of the utilities and wastewater treatment services from the GBT Group; and/or (ii) in respect of the New Corn Starch and Other Raw Materials Master Purchase Agreement, the supply of corn starch in slurry form and other raw materials from members of the GBT Group
“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
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for, among others, considering, and if thought fit, approving by the Independent Shareholders of the continuing connected transactions contemplated under the New Master Agreements and the related annual caps for the three years ending 31 December 2021

“Existing Corn Starch Master Purchase Agreement”	the agreement dated 8 April 2016 and entered into between the GBT Group as supplier and the Group as purchaser in relation to the purchase of corn starch by the Group from the GBT Group for the term commencing from 8 April 2016 and ended on 31 December 2018
“Existing Utilities Master Supply Agreement”	the agreement dated 8 April 2016 and entered into between the GBT Group as supplier and the Group as customer in relation to the supply of electricity, water and steam and the provision of wastewater treatment services by the GBT Group to the Group for the term commencing from 8 April 2016 and ended on 31 December 2018
“GBT”	Global Bio-chem Technology Group Company 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 and the controlling shareholder of the Company
“GBT Group”	GBT and its subsidiaries which, for the purpose of this announcement, excludes the Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, the People’s Republic of China
“IFA”	Octal Capital Limited, the independent financial adviser appointed by the Board for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions contemplated under the New Master Agreements
“Independent Board Committee”	a board of committee, comprising the independent non-executive Directors, established to advise the Independent Shareholders in respect of the continuing connected transactions contemplated under the New Master Agreements and the related annual caps
“Independent Shareholders”	Shareholder(s) other than GBT and its associates, and all other Shareholders interested in the New Master Agreements

“Independent Third Party(ies)”	third party or parties and who and whose ultimate beneficial owner(s) are independent of the Company and connected persons (as defined under the Listing Rules) of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Master Sales Agreement”	the agreement to be entered into between the Group as seller and the GBT Group as purchaser in relation to the sale of corn sweeteners by the Group to the GBT Group for the term commencing on and with effect from the date of approval by the Independent Shareholders at the EGM and ending on 31 December 2021
“MT”	metric tonne
“New Corn Starch and Other Raw Materials Master Purchase Agreement”	the agreement to be entered into between the GBT Group as supplier and the Group as purchaser in relation to the purchase of corn starch and other raw materials such as enzymes by the Group from the GBT Group for the term commencing on and with effect from the date of approval by the Independent Shareholders at the EGM and ending on 31 December 2021
“New Master Agreements”	collectively, the New Corn Starch and Other Raw Materials Master Purchase Agreement, the New Utilities Master Supply Agreement and the Master Sales Agreement
“New Utilities Master Supply Agreement”	the agreement to be entered into between the GBT Group as supplier and the Group as customer in relation to the supply of electricity, water and steam and the provision of wastewater treatment services by the GBT Group to the Group for the term commencing on and with effect from the date of approval by the Independent Shareholders at the EGM and ending on 31 December 2021
“PRC”	People’s Republic of China
“Prescribed Guidelines”	detailed rules and guidelines devised by the CCT Supervisory Committee from time to time in respect of the continuing connected transactions between the Group and the GBT Group
“Shareholders”	shareholders of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

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

Hong Kong, 8 January 2019

As at the date of this announcement, 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.

* *For identification purposes only*