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## **China Haisheng Juice Holdings Co., Ltd.**

### **中國海升果汁控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0359)**

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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of China Haisheng Juice Holdings Co., Ltd. (the “**Company**”) will be held at conference room of Shaanxi Haisheng Fresh Fruit Juice Co., Ltd., at 2/F, 359 Shenzhou 3rd Road, Chang’an District, Xi’an, Shaanxi Province, the PRC, at 10:00 a.m. on Wednesday, 4 March 2020 to consider, and if thought fit, to pass the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the 2020 Framework Agreement (as defined in the circular of the Company dated 14 February 2020 (the “**Circular**”), a copy of which marked “A” is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) dated 3 January 2020 and entered into between 天地壹號飲料股份有限公司 (Tiandi Yihao Beverage Co., Ltd.\*) as purchaser and 陝西海升果業發展股份有限公司 (Shaanxi Haisheng Fruit Juice Co., Ltd.\*) as supplier, in relation to the purchase and supply of fruit juice concentrates for a term commencing from 1 January 2020 to 31 December 2020 in respect of the transactions contemplated under the 2020 Framework Agreement be and are hereby approved, confirmed and/or ratified subject to the Annual Cap (as defined in the Circular) for the period of one year ending 31 December 2020, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and/or ratified;
- (b) the Annual Cap (as defined in the Circular) of RMB49,800,000.00, be and are hereby approved, confirmed and/or ratified; and
- (c) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, deeds, agreements and instruments, to agree to such amendments, variations or extension to the 2020 Framework Agreement and do all such acts, matters and things and take all such steps

as he may in his discretion consider necessary, expedient or desirable to implement and/or to give effect to the 2020 Framework Agreement and the transactions contemplated thereunder as they may in his discretion consider to be desirable and in the interests of the Company.”

By Order of the Board of  
**China Haisheng Juice Holdings Co., Ltd.**  
**Mr. Gao Liang**  
*Chairman*

Xi'an, the People's Republic of China, 14 February 2020

\* *The English translation of Chinese names or words, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

*Notes:*

1. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority must be delivered to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 2 March 2020 to Wednesday, 4 March 2020 (both dates inclusive), during which period no transfers of Shares will be effected. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 28 February 2020.
4. Where there are joint holders of any Share, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the resolution proposed in this notice shall be decided by poll at the Meeting.
6. Members of the Company who attend the Meeting shall be responsible for their own travel and accommodation expenses.

*As at the date of this notice, the executive Directors are Mr. Gao Liang, Mr. Wang Junqing, Mr. Wang Yasen and Mr. Wang Linsong; and the independent non-executive Directors are Ms. Huang Liqiong, Mr. Zhao Boxiang and Mr. Liu Zhongli.*