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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 physical extraordinary general meeting (the “**EGM**”) of Global Sweeteners Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Salon 1, 7/F, Harbour Plaza Metropolis Hotel, 7 Metropolis Drive, Hunghom, Kowloon, Hong Kong at 10:30 a.m. on Tuesday, 20 June 2023 to consider, if though fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the sale and purchase agreements (the “**Dihao SPAs**”) dated 6 April 2023 entered into between Global Sweeteners (China) Limited (大成澱粉糖(中國)有限公司), Global Starch (Changchun) Investments Limited (大成澱粉(長春)投資有限公司), and Global Sorbitol (H.K.) Company Limited (大成山梨醇(香港)有限公司), as vendors, and Global Bio-Chem Technology (HK) Limited (大成生化科技集團有限公司), as purchaser, for the acquisition of the entire registered capital of 長春帝豪食品發展有限公司 (Changchun Dihao Foodstuff Development Co., Ltd.*) (“**Dihao Foodstuff**”) and 長春帝豪結晶糖開發實業有限公司 (Changchun Dihao Crystal Sugar Industry Development Co., Ltd.*) (a copy of each of which has been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and that the directors (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 Dihao SPAs or the transactions contemplated thereby.”

* For identification purposes only

2. “**THAT** the deed of counter-guarantee (the “**GSH Counter-guarantee Deed**”) pursuant to which the Company will, among others, provide the counter-guarantee and indemnity to Global Bio-chem Technology Group Company Limited (“**GBT**”) and Dihao Foodstuff to be executed by the Company, GBT and Dihao Foodstuff (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) be and is hereby approved and confirmed and that the Directors 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 GSH Counter-guarantee Deed or the transactions contemplated thereby.”
3. “**THAT**
- (a) the conditional subscription agreement dated 6 April 2023 (the “**CB Subscription Agreement**”) entered into between Mr. Kong Zhanpeng (孔展鵬) and Mr. Wang Tieguang (王鐵光) (the “**Joint Offerors**”) and the Company in respect of the RMB120.0 million, 3-year, 5 per cent. convertible bonds to be issued by the Company to the Joint Offerors as subscribers (the “**Convertible Bonds**”) upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the issue of Convertible Bonds by the Company in accordance with the terms and conditions of the Convertible Bonds be and is hereby approved;
 - (c) the allotment and issue of new ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Conversion Shares**”) which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds be and are hereby approved;
 - (d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the Directors to exercise the powers of the Company for the issue of Convertible Bonds and the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Bonds be and is hereby approved. The aforementioned specific mandate is in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (e) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the CB Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds.”

By order of the Board
Global Sweeteners Holdings Limited
Wang Guicheng
Chairman

Hong Kong, 31 May 2023

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:*

Suite 1002, 10th Floor
Tower A, Cheung Kei Center
18 Hung Luen Road
Hung Hom, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the meeting (i.e. at or before 10:30 a.m. on Sunday, 18 June 2023 (Hong Kong time)) or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 14 June 2023 to Tuesday, 20 June 2023, 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 Tuesday, 13 June 2023 for registration.

4. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Stock Exchange and the Company to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
5. The EGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather condition bearing in mind their own situation.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Wang Guicheng and Mr. Tai Shubin; and three independent non-executive Directors, namely, Mr. Fan Yeran, Mr. Fong Wai Ho and Mr. Lo Kwing Yu.