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孔展鵬

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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)

## **JOINT ANNOUNCEMENT**

**(1) VOTING RESULTS OF RESOLUTIONS PROPOSED  
AT EXTRAORDINARY GENERAL MEETING OF GSH;**

**(2) GRANT OF CONSENT TO SPECIAL DEALS;**

**AND**

**(3) MONTHLY UPDATE IN RELATION TO THE POSSIBLE MANDATORY  
UNCONDITIONAL CASH OFFER BY CCBI CAPITAL AND CHINA  
GALAXY FOR AND ON BEHALF OF THE JOINT OFFERORS TO  
ACQUIRE ALL THE ISSUED SHARES OF GSH (OTHER THAN THOSE  
ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE JOINT  
OFFERORS AND PARTIES ACTING IN CONCERT WITH THEM)**

**Joint financial advisers to the Joint Offerors**



**Independent Financial Adviser to the Independent Board Committee**



Reference is made to the circular of Global Sweeteners Holdings Limited (“GSH”, together with its subsidiaries, the “GSH Group”) dated 31 May 2023 (the “Circular”), in relation to, among other things, the Special Deals and the CB Subscription. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

## VOTING RESULTS OF THE GSH EGM

Pursuant to Rule 13.39(5) of the Listing Rules, the Board is pleased to announce the voting results, taken by way of poll, of the following ordinary resolutions (the “**Resolutions**”), as set out in the notice of the extraordinary general meeting of GSH (the “**GSH EGM**”) EGM dated 31 May 2023 (the “**Notice**”), as follows:

<b>Resolutions</b>		<b>Number of votes actually voted (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To approve, confirm and ratify the Dihao SPAs and the transactions contemplated thereunder. <sup>#</sup>	4,623,050 Shares (100%)	0 Share (0%)
2.	To approve and confirm the GSH Counter-guarantee Deed and the transactions contemplated thereunder. <sup>#</sup>	4,623,050 Shares (100%)	0 Share (0%)
3.	To approve, confirm and ratify the CB Subscription Agreement and the transactions contemplated thereunder. <sup>#</sup>	4,623,050 Shares (100%)	0 Share (0%)

*# Full text of the Resolution is set out in the Notice.*

As more than 50% of the independent votes were cast in favour of each of the Resolutions numbered 1 to 3, all Resolutions proposed at the GSH EGM were duly passed as ordinary resolutions of GSH.

As at the date of the GSH EGM, there were 1,527,586,000 ordinary shares of HK\$0.10 each (the “**Shares**”) in the capital of GSH in issue.

As disclosed in the Circular, GBT, Global Corn, Offeror B, Rich Mark Profits Limited and any Shareholders (i) for the purpose of approving Resolutions numbered 1 and 2, who are interested or involved in, and have a material interest in the Special Deals; or (ii) for the purpose of approving Resolution numbered 3, who have a material interest in the CB Subscription, were required to and had abstained from voting on all Resolutions in accordance with the Listing Rules and/or the Takeovers Code.

As at the date of the GSH EGM, GBT, Global Corn, Offeror B and Rich Mark Profits Limited are, in aggregate, interested in 1,037,986,000 Shares, representing approximately 67.9% of the total number of issued Shares.

Accordingly, a total of 489,600,000 Shares held by the Independent Shareholders, representing approximately 32.1% of the total number of issued Shares of GSH as at the date of the GSH EGM, were entitled to attend and vote on each of the Resolutions. Save as disclosed above, no other Shareholder was required to abstain from voting on the Resolutions at the GSH EGM as required

under the Listing Rules and the Takeovers Code, and there were no Share entitling the holder to attend and abstain from voting in favour of any of the Resolutions at the GSH EGM as stipulated under Rule 13.40 of the Listing Rules.

All the directors of GSH attended the GSH EGM.

GSH's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the poll at the GSH EGM.

## **CONSENT TO THE SPECIAL DEALS**

On 19 June 2023, the Executive has conditionally granted its consent to the Special Deals subject to the Special Deals being approved by vote of the Independent Shareholders at the GSH EGM to be taken by poll. The condition to the Special Deals imposed by the Executive was duly fulfilled as at the date of this joint announcement.

## **MONTHLY UPDATE IN RELATION TO THE POSSIBLE OFFER**

GSH and the Joint Offerors wish to update the shareholders and the potential investors of GSH on the latest development of the possible Offer. As disclosed in the joint announcement (the "**Rule 3.5 Announcement**") jointly issued by the Joint Offerors, GBT and GSH dated 6 April 2023 in relation to, among other things, the possible Offer, the Offer will only be made if GSH Completion takes place, and GSH Completion is conditional upon the fulfilment or waiver (as the case maybe) of certain conditions precedent (the "**Conditions Precedent**") under the GSH SPA.

Following the end of the GSH EGM, Independent Shareholders' approval for the Dihao SPAs, the CB Subscription Agreement and the transactions contemplated thereunder has been obtained. Pursuant to the voting results of the extraordinary general meeting of GBT held on 20 June 2023 as disclosed in the voting results announcement of GBT dated 20 June 2023, shareholders of GBT has also approved the GSH SPA and the transactions contemplated thereunder (including but not limited to the sale of the GSH Sale Shares, the signing of the Dihao SPAs and the transactions contemplated thereunder, and the signing of the CB Subscription Agreement and the transactions contemplated thereunder) by way of ordinary resolutions. Conditions Precedent (iii) and (iv) set out under the paragraph headed "Disposal of approximately 47.00% of the issued shares in GSH by GBT Group to the Joint Offerors – Conditions precedent" in the Rule 3.5 Announcement have therefore been satisfied as at the date of this joint announcement.

The Joint Offerors will continue to progress with the fulfilment of the Conditions Precedent and monitor the development closely. Save for the aforesaid, there is no further update in respect of the fulfilment of the Conditions Precedent from the date of the Rules 3.5 Announcement.

Further announcement(s) setting out the progress and any material developments in relation to the possible Offer will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and/or on a monthly basis until the despatch of the Composite Document.

**WARNING: The Offer is a possible mandatory unconditional general cash offer and will only be made if GSH Completion takes place, and GSH Completion is conditional upon the fulfilment or waiver (as the case maybe) of certain conditions under the GSH SPA. Accordingly, the sale and purchase of the GSH Sale Shares may or may not be completed and the Offer may or may not proceed. Shareholders, and/or potential investors of GSH should therefore exercise caution when dealing in the securities of GSH. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional parties.**

By order of the board of  
**Global Sweeteners Holdings Limited**  
**Wang Guicheng**  
Chairman

**Kong Zhanpeng**

**Wang Tieguang**

Hong Kong, 20 June 2023

*As at the date of this joint announcement, the board of GSH 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.*

*All directors of GSH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Joint Offerors, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*Offeror A accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the GSH Group, Offeror B, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the GSH Group, its respective directors or Offeror B) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*Offeror B accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the GSH Group, Offeror A, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the GSH Group, its directors or Offeror A) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*\* For identification purpose only*