

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“Meeting”) of China Haisheng Juice Holdings Co., Ltd.. (“Company”) will be held at Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 25 May 2006 for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2005.
2. To re-elect Gao Liang as an executive director of the Company (“Director”).
3. To re-elect Liang Yi as an executive Director.
4. To re-elect You Yong as an executive Director.
5. To re-elect Zhu Fang as an executive Director.
6. To re-elect Liu Yi Lan, Katherine as a non-executive Director.
7. To re-elect Zhao Boxiang as an independent non-executive Director.
8. To re-elect Xu Yulin as an independent non-executive Director.
9. To re-elect Yim Hing Wah as an independent non-executive Director.
10. To authorise the board of Directors to fix the Directors’ remuneration.
11. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of Directors to fix their remuneration.
12. To declare a final dividend for the year ended 31 December 2005.
13. As special business, to consider and if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

## ORDINARY RESOLUTIONS

### A. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:

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- (i) a Rights Issue (as hereinafter defined);
- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
- (iii) the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

### **B. “THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the issued share capital of the Company at the date of the passing of this Resolution and the approval granted under paragraph (a) of this Resolution should be limited accordingly; and

(c) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”

C. **“THAT**, conditional upon the passing of the Resolutions 13A and 13B as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 13A as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 13B as set out in the notice convening the Meeting provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

14. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

## **SPECIAL RESOLUTION**

“THAT the articles of association of the Company be and are hereby amended in the following manner:

(a) substituting the existing Article 86(5) with the following new Article 86(5):

(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

(b) deleting the last sentence in the existing Article 87(2) in its entirety and substituting thereof by the following:

Any Director appointed pursuant to Article 86(2) (but not Article 86(3)) shall be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”

By order of the Board

**Gao Liang**  
*Chairman*

Hong Kong, 28 April 2006

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### 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 attend and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof or not less than 24 hours before the time appointed for taking the poll.
3. The register of members of the Company will be closed from Monday, 22 May 2006 to Thursday, 25 May 2006 (both days inclusive) during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend and the entitlement to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 19 May 2006.
4. Where there are joint holders of any Share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any 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. Please refer to Appendix I for the details of the retiring Directors subject to re-election at the Meeting.
6. An explanatory statement regarding the general mandate of the purchase of Shares sought in the above Resolution 13B is set out in Appendix II.
7. As at the date of this notice, the Board comprises Mr. Gao Liang, Mr. Liang Yi, Mr. You Yong and Ms. Zhu Fang as executive Directors, Ms Liu Yi Lan, Katherine as non-executive Director and Mr. Zhao Boxiang, Mr. Xu Yulin and Mr. Yim Hing Wah as independent non-executive Directors.