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## **CHINA HUIYUAN JUICE GROUP LIMITED**

**中國滙源果汁集團有限公司\***

*(Incorporated in the Cayman Islands with Limited Liability)*

**(STOCK CODE: 1886)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Annual General Meeting**”) of the shareholders of China Huiyuan Juice Group Limited (the “**Company**”) will be held at the Conference Room of the Company, Huiyuan Road, Beixiaoying, Shunyi District, Beijing, the PRC at 10:00 a.m. on Wednesday, 18 June 2014 for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and approve the audited financial statements and the reports of directors and auditors for the year ended 31 December 2013.
2. To re-elect the following directors and authorize the board of directors of the Company to fix their remuneration:
  - (a) Ms. ZHAO Yali;
  - (b) Mr. ZHAO Chen;
  - (c) Mr. LEUNG Man Kit; and
  - (d) Mr. CUI Xianguo.
3. To re-appoint PricewaterhouseCoopers as the auditors until conclusion of the next annual general meeting and authorize the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to repurchase ordinary shares of US\$0.00001 each in the share capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Hong Kong Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time) (the **“Listing Rules”**) or of any other stock exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the Shares in issue at the date of passing this resolution number 4 (**“Resolution 4”**) set out in this notice of annual general meeting and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 4:

**“Relevant Period”** means the period from the passing of this Resolution 4 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 4 by the passing of an ordinary resolution by the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options, warrants and other securities (including bonds and debentures convertible into Shares of the Company) and rights of exchange or conversion which might require the exercise of such power, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution set out in this notice of annual general meeting (“**Resolution 5**”) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants and other securities (including bonds and debentures convertible into Shares of the Company) and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 5, otherwise than pursuant to, (i) a Rights Issue (as defined below), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the 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 of twenty per cent (20%) of the aggregate nominal amount of the Shares in issue at the date of passing this Resolution 5, and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution 5:

“**Relevant Period**” means the period from the passing of this Resolution 5 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 its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of the Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. “**THAT** subject to the passing of Resolutions 4 and 5, the general mandate referred to in Resolution 5 above be and is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 4 above provided that such amount shall not exceed ten per cent (10%) of the Shares in issue at the date of passing this Resolution 6.”

## **SPECIAL RESOLUTION**

7. “**THAT** the existing Memorandum and Articles of Association of the Company be replaced in their entirety with a new Memorandum of Articles of Association (a copy of which is annexed to the Company’s circular dated 22 April 2014) to allow the Company to send or supply corporate communications to the Shareholders by making them available on the Company’s own website be and is hereby approved.”

By order of the Board  
**CHINA HUIYUAN JUICE GROUP LIMITED**  
**ZHU Xinli**  
*Chairman*

Beijing, 22 April 2014

**Notes:**

- (1) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 16 June 2014 to 18 June 2014 (both days inclusive), during which period no transfer of Shares can be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4.30 p.m. on 13 June 2014.
- (2) Any member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. All proxies, together with powers of attorney or other authorities, if any, under which they are signed or notarially certified copies thereof, must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof should she/he so wishes.
- (3) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the other in which the names of the joint holders stand on the register of the relevant joint holding.

- (4) With reference to Resolution 2 above, Ms. ZHAO Yali, Mr. ZHAO Chen and Mr. LEUNG Man Kit will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. The Board has appointed Mr. CUI Xianguo as an executive Director of the Company with effect from 18 March 2014. In accordance with the Articles of Association of the Company, Mr. CUI Xianguo shall hold office until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting. Their biographies are set out in the circular of the Company dated 22 April 2014.
- (5) With reference to Resolutions 4, 5 and 6 above, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares or warrants pursuant to the relevant mandate.

*As at the date of this notice, our Directors are Mr. ZHU Xinli, Mr. JIANG Xu and Mr. CUI Xianguo as executive Directors, Mr. Andrew Y. YAN as a non-executive Director, Ms. ZHAO Yali, Mr. SONG Quanhou, Mr. LEUNG Man Kit and Mr. ZHAO Chen as independent non-executive Directors.*

\* *For identification purposes only*