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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)

ANNOUNCEMENT VARIATION TO PROPOSED GENERAL MANDATE TO ISSUE SHARES

Reference is made to the circular of China Huiyuan Juice Group Limited (the “**Company**”) dated 19 April 2016 (the “**Circular**”) and the notice of annual general meeting dated 19 April 2016 (the “**AGM Notice**”) in relation to, among other things, resolutions to be proposed at the annual general meeting of the Company to be held on 16 June 2016 (the “**Annual General Meeting**”) for the grant of the Share Issue Mandate (as defined in the Circular). Unless otherwise indicated in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board proposes that the Share Issue Mandate be varied to be extended to the convertible preference shares of the Company.

Accordingly, the ordinary resolutions set out as Resolutions 5 and 6 in the AGM Notice are amended and replaced in their entirety as follows:

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 (including convertible preference 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 total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, convertible preference shares 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 twenty per cent. (20%) of the total number 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 total number of the Shares (including convertible preference 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 total number of the Shares bought-back by the Company pursuant to the general mandate referred to in Resolution 4 above provided that such number shall not exceed ten per cent. (10%) of the total number of Shares in issue at the date of passing this Resolution 6.”

By order of the Board
China Huiyuan Juice Group Limited
Zhu Xinli
Chairman

Beijing, 27 May 2016

As at the date of this announcement, the directors of the Company are Mr. ZHU Xinli, Ms. ZHU Shengqin 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. WANG Wei as independent non-executive directors.

* *For identification purposes only*