
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global Sweeteners Holdings Limited, you should at once hand this supplemental circular and the accompanying second form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**SUPPLEMENTAL CIRCULAR
RE-ELECTION OF AN EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF THE
POSTPONED ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the Original Circular of the Company dated 25 April 2024. A notice convening the annual general meeting of the Company to be held at Room 1, 14th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 10:30 a.m. on Thursday, 20 June 2024 is set out on pages 16 to 20 of the Original Circular. A supplemental notice convening the annual general meeting of the Company which is postponed and rescheduled to 10:30 a.m. on Friday, 28 June 2024 at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wan Chai, Hong Kong is set out on pages 9 to 10 of this supplemental circular.

A Second Proxy Form for use at the Postponed AGM is also published on the websites of the Stock Exchange and the Company, respectively. Whether or not you are able to attend the Postponed AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Postponed AGM (i.e. at or before 10:30 a.m. on Wednesday, 26 June 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Unless otherwise stated, references to times and dates in this supplemental circular are to Hong Kong times and dates.

12 June 2024

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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|-----------------------------------|--|
| “Announcement” | the announcement of the Company dated 6 June 2024 in relation to, among others, the postponement of the AGM |
| “Annual General Meeting” or “AGM” | the annual general meeting of the Company which was originally scheduled to be held at Room 1, 14 th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 10:30 a.m. on Thursday, 20 June 2024 as set out in the Original Notice |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Company” | Global Sweeteners Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 03889) |
| “Director(s)” | the director(s) of the Company |
| “First Proxy Form” | the proxy form which was published on 25 April 2024 together with the Original Circular |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Latest Practicable Date” | 7 June 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Original Circular” | the circular of the Company dated 25 April 2024 in respect of the matters to be considered at the AGM |
| “Original Notice” | the notice of the AGM as set out on pages 16 to 20 of the Original Circular |

DEFINITIONS

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|---|---|
| “Postponed Annual General Meeting” or “Postponed AGM” | the annual general meeting of the Company which has been postponed and rescheduled to 10:30 a.m. on Friday, 28 June 2024 at 35/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong as set out in the Supplemental Notice |
| “Second Proxy Form” | the proxy form which will be published on the websites of the Stock Exchange and the Company and despatched (if needed) together with this supplemental circular |
| “Share(s)” | ordinary share(s) of nominal value of HK\$0.10 each in the capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supplemental Notice” | the notice of the Postponed AGM as set out on pages 9 to 10 of this supplemental circular |
| “%” | per cent. |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Tieguang *(Joint chairman)*
Mr. Kong Zhanpeng *(Joint chairman)*
Mr. Li Fangcheng

Non-executive Director:

Mr. Tai Shubin

Independent non-executive Directors:

Ms. Li Guichen
Ms. Liu Ying
Mr. Lo Kwing Yu

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:*

Unit 1206, 12/F
The Metropolis Tower
10 Metropolis Drive
Hung Hom, Kowloon
Hong Kong

12 June 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
RE-ELECTION OF AN EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF THE
POSTPONED ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement. This supplemental circular should be read together with the Original Circular and the Original Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular and the Original Notice.

** For identification purposes only*

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you the Supplemental Notice and to provide you with further information regarding the resolution to be proposed at the Postponed AGM for approving the re-election of an executive Director to enable the Shareholders to make an informed decision on whether to vote for or against such resolution.

2. RE-ELECTION OF AN EXECUTIVE DIRECTOR

Subsequent to the publication of the Original Circular and as disclosed in the announcement published by the Company on 5 June 2024 and the Announcement, Mr. Li Fangcheng (“**Mr. Li**”) has been appointed as an executive Director with effect from 5 June 2024.

As disclosed in the Original Circular, in accordance with article 108 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting. As such, the office of Mr. Li will end at the Postponed AGM and Mr. Li, being eligible, will offer himself for re-election.

As a result, there are now seven Directors standing for re-election as Directors at the Postponed AGM, namely, Mr. Wang Tieguaang, Mr. Kong Zhanpeng and Mr. Li, as executive Directors; Mr. Tai Shubin as non-executive Director; and Ms. Li Guichen, Ms. Liu Ying and Mr. Lo Kwing Yu, as independent non-executive Directors. The resolution relating to the re-election of Mr. Li as an executive Director will be proposed as item numbered 2(c) in the Supplemental Notice and the Second Proxy Form.

Based on the board diversity policy adopted by the Company, the Nomination Committee of the Company (the “**Nomination Committee**”) has reviewed the structure, size and composition of the Board, the qualification, skills, experience, time commitment and contributions of Mr. Li, and in view of his educational background and experience as set out in Appendix I to this supplemental circular, the Nomination Committee is of the view that Mr. Li will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning. The Nomination Committee has therefore made recommendation to the Board, and the Board therefore proposed the re-election of Mr. Li as an executive Director at the Postponed AGM.

Biographical details of Mr. Wang Tieguaang, Mr. Kong Zhanpeng, Mr. Tai Shubin, Ms. Li Guichen, Ms. Liu Ying and Mr. Lo Kwing Yu have been set out in Appendix II to the Original Circular, while biographical details of Mr. Li are set out in the Appendix I to this supplemental circular.

3. SUPPLEMENTAL NOTICE OF THE POSTPONED AGM AND SECOND PROXY FORM

As disclosed in the Announcement, due to the additional resolution to be submitted to the Shareholders for their consideration and the additional time required by the Company to prepare for the relevant resolution, the Board has resolved to postpone the annual general meeting of the Company originally scheduled at Room 1, 14th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 10:30 a.m. on Thursday, 20 June 2024. The Postponed AGM will be held on 10:30 a.m. on Friday, 28 June 2024 at 35/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan

LETTER FROM THE BOARD

Chai, Hong Kong to approve, among other things, the re-election of Mr. Li by way of ordinary resolution. The Supplemental Notice of the Postponed AGM is set out on pages 9 to 10 of this supplemental circular.

Since the Original Notice and the First Proxy Form published together with the Original Circular do not contain the proposed resolution in relation to the re-election of Mr. Li as an executive Director as set out in this supplemental circular, the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution. The Second Proxy Form is also published on the websites of the Stock Exchange and the Company.

Whether or not you are able to attend the Postponed AGM, you are requested to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return the Second Proxy Form to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Postponed AGM (i.e. at or before 10:30 a.m. on Wednesday, 26 June 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Postponed AGM or any adjournment thereof should you so wish. Shareholders who have appointed or intend to appoint proxies to attend the Postponed AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Postponed AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar and transfer office in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (i) If no Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Postponed AGM (including, if properly put, a resolution for the re-election of Mr. Li as an executive Director as set out in this supplemental circular) except for the resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong not less than 48 hours before the time appointed for the holding of the Postponed AGM (i.e. at or before 10:30 a.m. on Wednesday, 26 June 2024 (Hong Kong time)) or any adjourned meeting, the Second Proxy Form, if correctly

LETTER FROM THE BOARD

completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.

- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong less than 48 hours before the time appointed for the holding of the Postponed AGM (i.e. at or before 10:30 a.m. on Wednesday, 26 June 2024 (Hong Kong time)) or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the Postponed AGM (i.e. at or before 10:30 a.m. on Wednesday, 26 June 2024 (Hong Kong time)) or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar and transfer office in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar and transfer office in Hong Kong by not less than 48 hours before the time appointed for the holding of the Postponed AGM (i.e. at or before 10:30 a.m. on Wednesday, 26 June 2024 (Hong Kong time)) or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude the Shareholders from attending the Postponed AGM or any adjourned meeting thereof and voting in person should they so wish.

4. CHANGE OF BOOK CLOSURE PERIOD OF REGISTER OF MEMBERS

As set out in the Original Circular, the register of members of the Company was originally scheduled to be closed from Friday, 14 June 2024 to Thursday, 20 June 2024, both days inclusive, during which period no transfer of shares of the Company will be effected, in order to determine the entitlement to attend and vote at the AGM.

As disclosed in the Announcement, due to the postponement of the AGM, the period during which the register of members will be closed in order to determine the entitlement to attend and vote at the Postponed AGM (during which period no share transfers will be effected) will also be changed.

For determining the entitlement of Shareholders to attend and vote at the Postponed AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Postponed AGM, all transfers of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 21 June 2024.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

6. RECOMMENDATION

The Board considers that the ordinary resolutions to be proposed at the Postponed AGM (including the re-election of Mr. Li as an executive Director) are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Postponed AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I to this supplemental circular and the Supplemental Notice.

8. MISCELLANEOUS

The English text of this supplemental circular shall prevail over the Chinese text for the purpose of interpretation.

Shareholders are advised to read this supplemental circular together with the Original Circular.

By order of the Board
Global Sweeteners Holdings Limited
Wang Tieguang
Joint Chairman

Set out below are the biographical details of the additional Director, who, being eligible, has offered himself for re-election at the Postponed Annual General Meeting.

EXECUTIVE DIRECTOR

Mr. Li Fangcheng

Mr. Li, aged 34, graduated from the applied technology college of Jilin University in July 2011, majoring in sales and marketing. Mr. Li has over 12 years of experience in diversified industry development and innovation management. Mr. Li has been working at 吉林省華生交電集團有限公司 (Jilin Province Huasheng Jiadian Group Company Limited*) as the vice chairman since October 2011. Concurrently, since January 2018 and November 2023, respectively, Mr. Li has also been serving as the deputy general manager of 吉林省華生商貿有限公司 (Jilin Province Huasheng Trading Company Limited*) (“**Jilin Huasheng**”) and the director of Hong Kong Huasheng Company Limited (“**Huasheng**”).

Mr. Li has entered into a service contract with the Company in respect of his appointment as the executive Director commencing from 5 June 2024, for an initial term of one year, automatically renewable for successive terms of one year unless terminated by at least three months’ written notice served by either party at any time during the then existing term. Pursuant to the service contract, Mr. Li will be entitled to a monthly salary of HK\$50,000. The remuneration of Mr. Li is determined by the Board with recommendation of the remuneration committee of the Company after taking into account his duties and responsibilities within the Company and the business and financial performance of the Group.

As at the Latest Practicable Date, Mr. Li hold 1.0% equity interest in Jilin Huasheng, which is the sole shareholder of Huasheng, one of the substantial Shareholders. 99.0% of the equity interest in Jilin Huasheng is held by Mr. Li Tingsheng, who is the father of Mr. Li. As at the Latest Practicable Date, Huasheng holds 362,788,856 Shares and holds the convertible bonds with a principal amount of RMB9,000,000 of the Company. Save as disclosed above and as at the Latest Practicable Date, Mr. Li has no interests in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above and as at the Latest Practicable Date, Mr. Li does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (as define in the Listing Rules).

Save as disclosed above and as at the Latest Practicable Date, based on the best information and knowledge of the Board having made all reasonable enquiries, there is no other matter concerning Mr. Li that needs to be brought to the attention of the Shareholders, and there is no other information which is discloseable pursuant to any of the requirements set out in Rules 13.51(2) of the Listing Rules.

* For identification purposes only



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)

References are made to the circular (the “**Original Circular**”) of Global Sweeteners Holdings Limited (the “**Company**”) and the notice of the annual general meeting of the Company (the “**Original Notice**”) both dated 25 April 2024, and the announcement of the Company dated 6 June 2024, in relation to, among other things, the postponement of the annual general meeting of the Company. This supplemental notice should be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the annual general meeting of the Company originally scheduled to be held at Room 1, 14th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 10:30 a.m. on Thursday, 20 June 2024 is rescheduled and postponed to 10:30 a.m. on Friday, 28 June 2024 at 35/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong (the “**Postponed AGM**”). Due to the matters as set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 12 June 2024, the resolutions under item numbered 2 in the Original Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

ORDINARY RESOLUTIONS

- “2. To consider and approve, each as a separate resolution, if thought fit, the following resolution:
- (a) to re-elect Mr. Wang Tiegung as executive director (the “**Director(s)**”) of the Company;
 - (b) to re-elect Mr. Kong Zhanpeng as executive Director;
 - (c) to re-elect Mr. Li Fangcheng as executive Director;
 - (d) to re-elect Mr. Tai Shubin as non-executive Director;
 - (e) to re-elect Ms. Li Guichen as independent non-executive Director;
 - (f) to re-elect Mr. Liu Ying as independent non-executive Director;
 - (g) to re-elect Mr. Lo Kwing Yu as independent non-executive Director; and

SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

(h) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.”

By order of the Board
Global Sweeteners Holdings Limited
Wang Tieguang
Joint Chairman

Hong Kong, 12 June 2024

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:*

Unit 1206, 12/F
The Metropolis Tower
10 Metropolis Drive
Hung Hom, Kowloon
Hong Kong

Notes:

- (i) A second proxy form (the “**Second Proxy Form**”) containing the amended ordinary resolutions under item numbered 2 is enclosed with the Supplemental Circular. Please refer to the section headed “3. SUPPLEMENTAL NOTICE OF THE POSTPONED AGM AND SECOND PROXY FORM” on pages 9 to 10 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (ii) For determining the entitlement of shareholders of the Company (the “**Shareholders**”) to attend and vote at the Postponed AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Postponed AGM, all transfers of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 21 June 2024.
- (iii) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Postponed AGM.
- (iv) Whether or not the Shareholders are able to attend the Postponed AGM in person, the Shareholders are required to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (v) The Shareholders are reminded that completion and return of the proxy form which was published on 25 April 2024 together with the Original Circular and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the Postponed AGM or any adjournment thereof should they so wish.
- (vi) Unless otherwise stated, all dates and times mentioned in this supplemental notice refer to Hong Kong dates and times.

As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Wang Tieguang, Mr. Kong Zhanpeng, and Mr. Li Fangcheng; one non-executive Director, namely, Mr. Tai Shubin; and three independent non-executive Directors, namely, Ms. Li Guichen, Ms. Liu Ying and Mr. Lo Kwing Yu.