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Silver Base Group Holdings Limited

銀基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 886)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Silver Base Group Holdings Limited (the “**Company**”) will be held at Rooms 1501-02, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Thursday, 25 September 2014 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the distribution agreement (the “**2014 Distribution Agreement**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) dated 8 August 2014 and entered into between 銀基貿易發展(深圳)有限公司 (Silver Base Trading and Development (Shenzhen) Co. Limited) (“**Silver Base Shenzhen**”), as purchaser, and Guizhou Yaxi Cellar Liquors Distribution Co., Ltd. (貴州鴨溪窖酒銷售有限公司) (“**Guizhou Yaxi**”), as supplier, in relation to the purchase and supply of low-end baijiu (白酒) Yaxi (鴨溪) series with 52 degree alcohol content (the “**New Products**”) for a term of three years commencing retrospectively from 1 April 2014 to 31 March 2017 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) the annual caps (excluding value added tax) of RMB70,000,000, RMB200,000,000, and RMB300,000,000 for the purchase of the New Products by Silver Base Shenzhen from Guizhou Yaxi pursuant to the 2014 Distribution Agreement retrospectively for the financial years of the Group ending 31 March 2015, 31 March 2016 and 31 March 2017 respectively, be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the directors (the “**Directors**”) of the Company be and is/ are hereby authorised to take all steps he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the 2014 Distribution Agreement and the transactions contemplated thereunder.”

By order of the Board
Silver Base Group Holdings Limited
Liang Guoxing
Chairman

Hong Kong, 5 September 2014

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business in Hong Kong:*
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Notes:

1. Any Shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the EGM 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 Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
5. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office 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 for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
6. As at the date of this notice, the Board of Directors comprises Mr. Liang Guoxing (Chairman), Mr. Wang Jindong and Ms. Cheung Mei Sze as executive Directors; Mr. Wu Jie Si, Mr. Chen Sing Hung Johnny and Mr. Joseph Marian Laurence Ozorio as non-executive Directors; and Mr. Hung Sui Kwan, Mr. Ma Lishan and Mr. Lee Kwok Keung Edward as independent non-executive Directors.