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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 Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 22 October 2010 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 “**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 10 September 2010 and entered into between Silver Base Trading and Development (Shenzhen) Co., Ltd. (銀基貿易發展(深圳)有限公司) (“**Silver Base Shenzhen**”), as purchaser, and Guizhou Yaxi Liquors Co., Ltd. (貴州鴨溪酒業有限公司) Ltd. (“**Guizhou Yaxi**”), as supplier, in relation to the purchase and supply of baijiu (白酒) Yaxi (鴨溪) series of 38 degree and 52 degree (the “**Products**”) for a term commencing from the date of passing of this resolution (the “**Effective Date**”) to 30 September 2013 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) the annual cap of RMB50,000,000, RMB125,000,000, RMB187,500,000 and RMB137,500,000 for the purchase of the Products by Silver Base Shenzhen from Guizhou Yaxi pursuant to the Distribution Agreement respectively for the period commencing from the Effective Date and ending 31 March 2011, the financial years of the Group ending 31 March 2012 and 2013, and the six months ending 30 September 2013 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 Distribution Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 5 October 2010

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
27th Floor, The Sun’s Group Centre,
200 Gloucester Road,
Wanchai,
Hong Kong

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 annual general meeting 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 annual general meeting 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, Mr. Joseph Marian Laurence Ozorio and Ms. Cheung Mei Sze as executive Directors; Mr. Wu Jie Si and Mr. Chen Sing Hung, Johnny as non-executive Directors; and Mr. Hung Sui Kwan, Mr. Guan Huanfei and Mr. Ma Lishan as independent non-executive Directors.