

On 18 March 2010, GSH (for itself and on behalf of Global Corn Bio-chem) has entered into the Underwriting Agreement with the Underwriters in connection with the TDR Issue.

Pursuant to the Underwriting Agreement, the parties thereto have agreed that:

- (i) the Underwriters shall subscribe for, and shall procure, on a fully underwritten basis, subscribers for, an aggregate of 100 million units of TDR representing 200 million GSH Shares, of which 100 million New GSH Shares to be issued by GSH and 100 million GSH Shares to be transferred by Global Corn Bio-chem to the depository bank for the TDR;
- (ii) the TDR Issue shall consist of 100 million units of TDR which shall comprise of (a) an offer of 1,000 units of TDR for subscription by Securities and Futures Investors Protection Center (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan; (b) an offer of an aggregate of 15 million units of TDR for subscription by the Underwriters; (c) an offer of an aggregate of 8,500,000 million units of TDR for application for subscription by the public in Taiwan; and (d) an offer of an aggregate of 76,499,000 units of TDR for subscription by selected institutional and individual investors in Taiwan through book building process. None of the TDR will be offered to the general public in Hong Kong; and
- (iii) the Offer Price is NT\$15.5 (equivalent to approximately HK\$3.79) per TDR.

Based on an estimated expenses of about HK\$9.0 million for the TDR Issue, (i) GSH will be able to raise about HK\$189.5 million gross proceeds and about HK\$185.0 million net proceeds from the TDR Issue; and (ii) Global Corn Bio-chem will be able to raise about HK\$189.5 million gross proceeds and about HK\$185.0 million net proceeds from the TDR Issue.

The 100 million New GSH Shares represent (i) approximately 9.53% of the issued share capital of GSH as at the date of this announcement; and (ii) approximately 8.70% of the enlarged issued share capital of GSH following the issue of the 100 million New GSH Shares under the TDR Issue. The New GSH Shares, when issued and fully paid, will rank pari passu among themselves and with all other GSH Shares presently in issue and at the time of issue and allotment of the New GSH Shares.

Under the current structure of the TDR Issue, GBT's interest in GSH will be reduced from approximately 66.75% to approximately 52.24% immediately following completion of the TDR Issue. As such, the TDR Issue constitutes a disposal and a deemed disposal for GBT under Chapter 14 of the Listing Rules and, given that the applicable percentage ratios calculated in accordance with Rule 14.06 of the Listing Rules are more than 5% but less than 25%, the TDR Issue constitutes a discloseable transaction of GBT under Chapter 14 of the Listing Rules

Reference is made to the joint announcements of GBT and GSH dated 8 December 2009, 28 February 2010 and 12 March 2010 in relation to the proposed offering and listing of TDR on the Taiwan Stock Exchange.

As at the close of the application by the public in Taiwan on Wednesday, 17 March 2010, a total of 89,804 valid applications for a total of 89,804,000 units of TDR were received, representing approximately 10.6 times of the total number of 8.5 million units of TDR initially available for subscription by the public in Taiwan.

No re-allocation of TDR is required under Taiwan Securities Association Rules Governing Underwriting and Resale of Securities by Securities Firms. The number of units of TDR available for subscription by the public in Taiwan has been maintained as 8,500,000 units, and the number of units of TDR available for subscription by selected institutional and individual investors in Taiwan through book building process has been maintained as 76,499,000 units.

UNDERWRITING AGREEMENT

Date: 18 March 2010

Parties: GSH (for itself and on behalf of Global Corn Bio-chem) and the Underwriters

The Underwriters are principally engaged in advising in securities dealing in Taiwan. To the best of the knowledge, information and belief of the GBT Board and the GSH Board having made all reasonable enquiries, the Underwriters and their respective ultimate beneficial owners are third parties independent of the GBT Group, the GSH Group and their respective connected persons.

Pursuant to the Underwriting Agreement, the parties thereto have agreed that:

- (i) the Underwriters shall subscribe for, and shall procure, on a fully underwritten basis, subscribers for, an aggregate of 100 million units of TDR representing 200 million GSH Shares, of which 100 million New GSH Shares to be issued by GSH and 100 million GSH Shares to be transferred by Global Corn Bio-chem to the depository bank for the TDR;
- (ii) the TDR Issue shall consist of 100 million units of TDR which shall comprise of (a) an offer of 1,000 units of TDR for subscription by Securities and Futures Investors Protection Center (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan; (b) an offer of an aggregate of 15 million units of TDR for subscription by the Underwriters, as to 10,000,000 units by Horizon Securities, 2,500,000 units by KGI Securities Co. Ltd. and 2,500,000 units by Grand Cathay Securities Corporation; (c) an offer of an aggregate of 8,500,000 million units of TDR for application for subscription by the public in Taiwan; and (d) an offer of an aggregate of 76,499,000 units of TDR for subscription by selected institutional and individual investors in Taiwan through book building process. None of the TDR will be offered to the general public in Hong Kong; and
- (iii) the Offer Price is NT\$15.5 (equivalent to approximately HK\$3.79) per TDR.

Under the Underwriting Agreement, none of the TDR nor the New GSH Shares will be offered or issued to any GSH's connected persons or their respective associates. The GBT Board and the GSH Board expect that the allottees of the TDR and their ultimate beneficial owners will be independent of and not connected with the GBT Group, the GSH Group, their respective connected persons and their respective associates.

To the best knowledge of the GBT Board and the GSH Board, none of the allottees of the TDR will become substantial shareholders of GSH immediately following completion of the TDR Issue.

The Underwriters are entitled to an underwriting commission of 1.2% of the aggregate Offer Price of all the 100 million units of TDR to be issued under the TDR Issue.

Number of New GSH Shares to be issued:

100 million New GSH Shares will be issued by GSH on 23 March 2010 as underlying securities of the TDR. The 100 million New GSH Shares will be issued at an aggregate nominal value of HK\$10 million and represent (i) approximately 9.53% of the issued share capital of GSH as at the date of this announcement; and (ii) approximately 8.70% of the enlarged issued share capital of GSH following the issue of the 100 million New GSH Shares under the TDR Issue.

Number of GSH Shares to be transferred:

100 million GSH Shares will be transferred by Global Corn Bio-chem to the depositary bank for the TDR on 19 March 2010 as underlying securities of the TDR.

Offer Price:

Each TDR, which shall represent two GSH Shares, will be offered at the Offer Price of NT\$15.5 (equivalent to approximately HK\$3.79) per TDR. The issue price per New GSH Share, being NT\$7.75 (equivalent to approximately HK\$1.89), represents:

- (a) a discount of approximately 5.5% to the closing price of HK\$2.00 per GSH Share quoted at 4:00 p.m. on the Hong Kong Stock Exchange on 18 March 2010, being the date of signing of the Underwriting Agreement;
- (b) a discount of approximately 4.1% to the average closing price of approximately HK\$1.97 per GSH Share quoted on the Hong Kong Stock Exchange for the 5 trading days immediately prior to 18 March 2010; and
- (c) a discount of approximately 0.5% to the average closing price of approximately HK\$1.90 per GSH Share quoted on the Hong Kong Stock Exchange for the 5 trading days immediately prior to 12 March 2010, being the date of the joint announcement of GBT and GSH of the proposed offering and listing of TDR on the Taiwan Stock Exchange.

Based on the estimated expenses of approximately HK\$9.0 million for the TDR Issue, (i) GSH will be able to raise approximately HK\$189.5 million gross proceeds and approximately HK\$185.0 million net proceeds from the TDR Issue; and (ii) Global Corn Bio-chem will be able to raise approximately HK\$189.5 million gross proceeds and approximately HK\$185.0 million net proceeds from the TDR Issue. On this basis, the net issue price per New GSH Share is approximately HK\$1.85. The Offer Price has been determined by agreement between Horizon Securities, the lead manager for the TDR Issue and GSH (for itself and on behalf of Global Corn Bio-chem) at arm's length basis with reference to the demand from institutional and selected investors during the book building process. The GBT Board and the GSH Board consider that the terms of the Underwriting Agreement and the Offer Price are fair and reasonable and are in the interest of GBT, GSH and their respective shareholders as a whole. The Offer Price will be paid to GSH (for itself and as agent of Global Corn Bio-chem) on or about 23 March 2010.

Mandate to issue the New GSH Shares:

By a resolution of the shareholders of GSH passed at the annual general meeting held on 29 May 2009, the shareholders of GSH granted the GSH General Mandate to the GSH Board to allot and issue up to 209,000,000 GSH Shares. The GSH Board has not exercised the power to allot and issue any New GSH Shares pursuant to the GSH General Mandate granted. As at the date of this announcement, GSH is entitled to issue up to 209,000,000 GSH Shares pursuant to such GSH General Mandate. The New GSH Shares will be issued under such GSH General Mandate. The TDR Issue and the issue of the New GSH Shares are not subject to the approval by the shareholders of GSH.

Ranking:

The New GSH Shares, when issued and fully paid, will rank pari passu among themselves and with all other GSH Shares presently in issue and at the time of issue and allotment of the New GSH Shares.

Condition of the issue of the New GSH Shares:

The issue of the New GSH Shares is not subject to any condition.

Application for listing:

Application has been made by GSH to the Hong Kong Stock Exchange for the grant of listing of and permission to deal in the New GSH Shares. No application will be made by GSH for the listing of the TDR on the Hong Kong Stock Exchange.

The Taiwan Stock Exchange and the Taiwan Central Bank have granted the permission for the listing of the TDR on the Taiwan Stock Exchange, and the TDR Issue has been approved by the Taiwan Securities and Futures Bureau. It is expected that listing and dealing in the TDR on the Taiwan Stock Exchange will commence at 9:00 a.m. on 25 March 2010.

REASONS FOR THE TDR ISSUE AND USE OF PROCEEDS

The GSH Group has been principally engaged in the manufacturing and sale of corn refined products and corn based sweeteners products. GBT and its subsidiaries have been principally engaged in the manufacture and sale of corn refined products and corn based biochemical products.

The GSH Board considers that the issue of the New GSH Shares pursuant to the TDR Issue is an appropriate means of raising extra funds for the GSH Group's future business development. The GSH Board believes that the TDR is an attractive alternative for international investors, particularly potential investors in Taiwan, to invest and deal in the GSH Shares which will provide further liquidity of the GSH Shares, and broaden and diversify the shareholder base of GSH. The GSH Board considers that the TDR Issue will also increase the public awareness of the GSH Group and will promote the GSH Group's corporate image in Taiwan, which will enhance its competitiveness in Taiwan and be beneficial to the GSH Group's business development. The TDR Issue will also provide an additional fundraising platform for the GSH Group, and to provide the GSH Group more diversified funding sources to finance its own operations and future business development.

Taking into account the GSH Group's current working capital requirement, the prevailing market conditions and the cost involved in the TDR Issue when compared with other means of fund raising exercises such as rights issue, open offer, debt financing and further bank borrowing, the GSH Board believes the TDR Issue will be the most appropriate method as it can enhance the capital base of GSH and broaden GSH's shareholders base with a minimal dilution effect of up to approximately 8.70%, enhance the public awareness of the GSH Group in Taiwan and provide an additional fundraising platform for the GSH Group as aforesaid on one hand, and without having to incur additional interest costs nor to increase the GSH Group's gearing ratio on the other hand. On the above basis, the GSH Board considers that the TDR Issue is in the interests of GSH and its shareholders as a whole.

The GBT Board is of view that the TDR Issue will strengthen the financial position of GBT and its subsidiaries while still maintaining its majority and controlling interest in GSH. Accordingly, the GBT Board considers that the TDR Issue is in the interests of GBT and its shareholders as a whole.

The GSH Board intends to use the net proceeds from the issue of the New GSH Shares for the TDR Issue of approximately HK\$185.0 million for the working capital for the GSH Group's high end beef products business. The GBT Board intends to use the net proceeds from the transfer of the GSH Shares from Global Corn Bio-chem for the TDR Issue of approximately HK\$185.0 million for the GBT Group's general working capital purpose.

FINANCIAL EFFECTS OF THE TDR ISSUE

Based on the audited combined financial statements of the GSH Group for each of the two years ended 31 December 2008, the audited combined net profits before taxation of the GSH Group were approximately HK\$229,021,000 and approximately HK\$177,117,000 respectively. For each of the two years ended 31 December 2008, the audited combined net profits after taxation of the GSH Group were approximately HK\$193,666,000 and approximately HK\$154,370,000 respectively. The audited consolidated net assets of the GBT and its subsidiaries were approximately HK\$7,900,475,000 as at 31 December 2008. The audited net asset value of the GSH Group as at 31 December 2008 was approximately HK\$1,525,524,000.

The GBT Board expects that GBT will recognise a gain resulting from the issuance of New GSH Shares and the transfer of the GSH Shares upon completion of the TDR Issue. Based on the audited consolidated net assets of GSH Group as at 31 December 2008, the Offer Price and the structure of the TDR Issue, the amount of gain to GBT resulting from the TDR Issue is estimated to be approximately HK\$61,200,000. However, it should be noted that the aforesaid gain is estimated based on a number of assumption, including, among other things, the TDR Issue was completed on 31 December 2008 and has not taken into account the financial position of the GSH Group after 31 December 2008. Accordingly, the actual gain to be recognised by the GBT Group, which will be calculated by reference to the financial position of the GSH Group at the time of completion of the TDR Issue, may be different from the above estimation. Assuming the TDR Issue is completed by the end of December 2010, such gain will be recognised in the results of GBT for the year ending 31 December 2010. The net assets (after deducting minority interest) of the GBT Group are therefore, among other things, expected to be increased by the same amount of such gain.

Upon completion of the TDR Issue, GSH will remain a subsidiary of GBT and therefore its net assets and financial results will continue to be consolidated into those of GBT.

EFFECT OF THE TDR ISSUE ON SHAREHOLDING STRUCTURE

Assuming that there will be no change in the shareholding structure of GSH immediately before completion of the TDR Issue, the shareholding structure of GSH immediately before and after completion of the TDR Issue will be as follows:

Name of shareholder of GSH	As at the date of this announcement		Immediately after completion of the TDR Issue	
	No. of GSH Shares	Approximate % of issued share capital of GSH	No. of GSH Shares	Approximate % of issued share capital of GSH
<i>Substantial shareholders</i>				
GBT and Global Corn Bio-chem	700,500,000	66.75%	600,500,000	52.24%
<i>Connected persons (other than substantial shareholders) and their respective associates</i>				
Kong Zhanpeng	1,984,000	0.19%	1,984,000	0.17%
Directors of subsidiaries of GSH	200,000	0.02%	200,000	0.02%
<i>Public shareholders</i>				
TDR holders	—	—	200,000,000	17.40%
Others	346,794,000	33.04%	346,794,000	30.17%
Total:	<u>1,049,478,000</u>	<u>100.00%</u>	<u>1,149,478,000</u>	<u>100.00%</u>

Public Float:

GSH will be able to comply with the public float requirement under the Listing Rules immediately after completion of the TDR Issue.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

There has been no equity fund raising activities of GSH during the past 12 months immediately before the date of this announcement.

LISTING RULES IMPLICATION

Under the current structure of the TDR Issue, GBT's interest in GSH will be reduced from approximately 66.75% to approximately 52.24% immediately following completion of the TDR Issue. As such, the TDR Issue constitutes a disposal and a deemed disposal for GBT under Chapter 14 of the Listing Rules and, given that the applicable percentage ratios calculated in accordance with Rule 14.06 of the Listing Rules are more than 5% but less than 25%, the TDR Issue constitutes a discloseable transaction of GBT under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following terms shall, unless the context otherwise requires, have the respective meanings assigned to them below:

- “associates”** : shall have the meaning as ascribed to it under the Listing Rules
- “connected persons”** : shall have the meaning as ascribed to it under the Listing Rules
- “GBT”** : Global Bio-chem Technology Group Company Limited, the issued shares of which are listed on the Hong Kong Stock Exchange
- “GBT Board”** : board of directors of GBT
- “GBT Group”** : GBT and its subsidiaries which, for the purpose of this announcement only, exclude members of the GSH Group
- “Global Corn Bio-chem”** : Global Corn Bio-chem Technology Company Limited, a company incorporated in the British Virgin Islands and a direct wholly-owned subsidiary of GBT
- “GSH”** : Global Sweeteners Holdings Limited, the issued shares of which are listed on the Hong Kong Stock Exchange
- “GSH Board”** : board of directors of GSH
- “GSH General Mandate”** : the general mandate granted to the GSH Board pursuant to a resolution of the shareholders of GSH passed at the annual general meeting held on 29 May 2009 pursuant to which the GSH Board is authorised to allot and issue up to a maximum of 209,000,000 GSH Shares, being 20% of the issued share capital of GSH as at 29 May 2009

“GSH Group”	:	GSH and its subsidiaries
“GSH Shares”	:	ordinary shares of HK\$0.10 each in the issued share capital of GSH
“HK\$”	:	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	:	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“Horizon Securities”	:	Horizon Securities Co., Ltd., the lead manager of the TDR Issue
“Listing Rules”	:	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“New GSH Shares”	:	100 million GSH Shares to be issued as underlying securities for the purpose of the TDR Issue
“NT\$”	:	New Taiwan Dollars, the lawful currency of Taiwan
“Offer Price”	:	NT\$15.5 (equivalent to approximately HK\$3.79), being the final price per TDR agreed upon by Horizon Securities and GSH (for itself and on behalf of Global Corn Bio-chem) on 18 March 2010
“Taiwan Central Bank”	:	The Central Bank of the Republic of China
“Taiwan Securities and Futures Bureau”	:	The Taiwan Financial Supervisory Commission, Securities and Futures Bureau
“Taiwan Stock Exchange”	:	Taiwan Stock Exchange Corporation
“TDR”	:	the Taiwan depositary receipts, each unit of which representing two GSH Shares, proposed to be issued by First Commercial Bank Co., Ltd. as the depositary bank in Taiwan pursuant to the TDR Issue

- “TDR Issue” : the issue of 100 million units of TDR (comprising an aggregate of 200 million GSH Shares, of which 100 million New GSH Shares to be allotted and issued by GSH and 100 million existing GSH Shares to be transferred by Global Corn Bio-chem as underlying securities)
- “Underwriters” : collectively, Horizon Securities, KGI Securities Co. Ltd. and Grand Cathay Securities Corporation
- “Underwriting Agreement” : the underwriting agreement entered into between GSH (for itself and on behalf of Global Corn Bio-chem) and the Underwriters on 18 March 2010 in connection with the TDR Issue
- “%” : per cent.

For the purpose of this announcement, the exchange rate of HK\$1.00 = NT\$4.09 has been used for currency conversions. This is for the purpose of illustration only and does not constitute a representation that any amounts in HK\$ or NT\$ have been, could have been or may be converted at such rate or any other exchange rate.

By order of the GBT Board	By order of the GSH Board
Global Bio-chem Technology Group Company Limited	Global Sweeteners Holdings Limited
Liu Xiaoming	Xu Zhouwen
<i>Co-Chairman</i>	<i>Co-Chairman</i>
	Kong Zhanpeng
	<i>Chairman</i>

Hong Kong, 18 March 2010

As at the date of this announcement, the GBT Board comprises three executive directors, namely Mr. Liu Xiaoming, Mr. Xu Zhouwen and Mr. Wang Tieguang, a non-executive director, namely Mr. Patrick E Bowe (Mr. Steven C Wellington as his alternate) and three independent non-executive directors, namely Mr. Chan Man Hon, Eric, Mr. Lee Yuen Kwong and Mr. Li Defa.

As at the date of this announcement, the GSH Board comprises four executive directors, namely, Mr. Kong Zhanpeng, Mr. Zhang Fazheng, Ms. Wang Guifeng and Mr. Lee Chi Yung and three independent non-executive directors, namely Mr. Chan Yuk Tong, Mr. Ho Lic Ki and Mr. Gao Yunchun.