

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE**

MISCELLANEOUS PROCEEDINGS NO. 350 OF 2012

IN THE MATTER OF

FIRST NATURAL FOODS HOLDINGS LIMITED
(PROVISIONAL LIQUIDATORS APPOINTED IN HONG KONG)

and

IN THE MATTER OF SECTION 166 OF THE COMPANIES ORDINANCE
(CHAPTER 32) AND ORDER 102 RULE 2 OF THE RULES OF
THE HIGH COURT (CHAPTER 4A)

AND

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
NO. 93 OF 2012**

IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

and

IN THE MATTER OF

FIRST NATURAL FOODS HOLDINGS LIMITED

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that, by Orders dated 20 March 2012 and 20 March 2012 (Bermuda time) (the “**Orders**”) made in the above matter, the High Court of the Hong Kong Special Administrative Region and the Supreme Court of Bermuda (the “**Courts**”) have directed that a meeting (the “**Scheme Meeting**”) be convened of all creditors with the benefit of a claim against the above-mentioned company (“**Company**”) that arises on or before the date of the proposed scheme of arrangement between the Company and the Creditors (as defined in the Scheme hereinafter mentioned) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Creditors pursuant to Section 166 of the Companies Ordinance and Section 99 of the Companies Act and THAT the Scheme Meeting will be held at Room 2, 60th Floor, One Island East, 18 Westlands Road, Island East, Hong Kong on 26 April 2012 at 10:30 a.m. (Hong Kong time) at which place and time all Creditors are requested to attend.

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) required to be furnished pursuant to Section 166A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and Section 100 of the Companies Act 1981 are available from the office of Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai, the joint and several provisional liquidators (the “**Provisional Liquidators**”) of the Company acting without personal liability, of 62nd Floor, One Island East, 18 Westlands Road, Island East, Hong Kong. These documents are available free of charge to any person entitled to attend the Scheme Meeting between the hour of 10:00 a.m. and 4:00 p.m. on weekdays (excluding public holidays) prior to the day appointed for the Scheme Meeting upon reasonable prior notice given to the Provisional Liquidators.

Each Creditor may vote in person at the Scheme Meeting or he may appoint another person, whether a creditor of the Company or not, as his proxy to attend and vote in his stead. A corporate Creditor may also appoint a representative to attend and vote at the Creditors' Meeting. A Form of Proxy for use at the Scheme Meeting available from the Provisional Liquidators at the above address. The Form of Proxy must be lodged with the Provisional Liquidators by not later than 10:30 a.m. (Hong Kong time) on 24 April 2012.

By the Orders, the Courts have appointed Mr. Stephen Liu Yiu Keung or, failing him, Mr. David Yen Ching Wai, both being the Provisional Liquidators or, failing them, any director of the Company, to act as chairman of the Scheme Meeting and has directed the chairman to report the result of the Scheme Meeting to the Courts.

The Scheme will be subject to the subsequent approval of the Courts and to the fulfilment or waiver (as applicable) of the conditions of the Scheme set out in the Explanatory Statement.

Creditors of the Company must submit details of any claim together with the relevant supporting documents they have against the Company as at 6 January 2009, in writing, to the Provisional Liquidators' office before 10:30 a.m. on 16 April 2012. Forms of Notice of Claim for this purpose are available from the Provisional Liquidators at the above address.

Dated this 26th day of March 2012

David Yen Ching Wai
Joint and Several Provisional Liquidator
for and on behalf of
First Natural Foods Holdings Limited (Provisional Liquidators
Appointed in Hong Kong)
acting as agent without personal liability