

CHINA MINZHONG FOOD CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200402715N)

(the “Company”)

VOLUNTARY CONDITIONAL OFFER BY CIMB BANK BERHAD, SINGAPORE BRANCH, FOR AND ON BEHALF OF MARVELLOUS GLORY HOLDINGS LIMITED, TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

1. INTRODUCTION

The board of directors (the “**Board**”) of China Minzhong Food Corporation Limited (the “**Company**”) refers to the offer document dated 10 November 2016 (the “**Offer Document**”) issued by CIMB Bank Berhad (“**CIMB**”), Singapore Branch, for and on behalf of Marvellous Glory Holdings Limited (the “**Offeror**”) relating to the voluntary conditional offer (the “**Offer**”) by the Offeror to acquire all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company other than those already held by the Offeror as at the date of the Offer in accordance with Rule 15 of The Singapore Code on Take-overs and Mergers (the “**Code**”).

2. DESPATCH OF THE OFFEREE CIRCULAR

The Board wishes to announce that the Company has today despatched to the shareholders of the Company (“**Shareholders**”) a circular dated 24 November 2016 (the “**Offeree Circular**”) containing, amongst others, the advice of ZICO Capital Pte. Ltd., the independent financial adviser (the “**IFA**”) to the directors of the Company (the “**Directors**”) who are regarded independent for the purpose of making recommendations to Shareholders in respect of the Offer under the Code (the “**Independent Directors**”) and the recommendation of the Independent Directors in respect of the Offer. An electronic copy of the Offeree Circular is available on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at www.sgx.com.

The Offeree Circular requires the immediate attention of Shareholders. Shareholders should read and carefully consider the advice of the IFA and the recommendation of the Independent Directors before deciding whether to accept or reject the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

3. CLOSING DATE

Shareholders should note that as stated in the announcement on 23 November 2016 by CIMB, for and on behalf of the Offeror (the “**Shut-Off Notice Announcement**”), **the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on 8 December 2016 (the “Closing Date”), save that the Offeror reserves the right to do so in a competitive situation.**

Shareholders should further note that, as set out Shut-Off Notice Announcement (all terms and expressions used in the extract below shall have the meanings given to them in the Shut-Off Notice Announcement):

“Notice is hereby given pursuant to Rule 22.6 of the Code that the Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on the Closing Date, notwithstanding that the Offer may have become or been declared unconditional as to acceptances by then, except that such notice shall not be capable of being enforced in a competitive situation. This means that, save in a competitive situation, if the Offer becomes unconditional as to acceptances before the Closing Date or even if the Offer becomes unconditional as to acceptances on the Closing Date itself, there will NOT be any extension of the Closing Date pursuant to Rule 22.6 of the Code and Shareholders who do not accept the Offer by the Closing Date will not be able to do so after the Closing Date. Acceptances of the Offer received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.”

4. COPIES OF THE OFFEREE CIRCULAR

Any Shareholder who has not received the Offeree Circular within two (2) days from the date hereof may (a) obtain a copy from the offices of the share registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. (the “**Share Registrar**”), during normal business hours up to the Closing Date, or (b) make a request to the Share Registrar for the Offeree Circular to be sent to an address in Singapore by ordinary post at the risk of the Shareholder up to five (5) market days (being a day on which the SGX-ST is open for trading in securities) prior to the Closing Date. The address of the Share Registrar is as follows:

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

4. RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, the Offer Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Lim Yeow Hua
Lead Independent Director

24 November 2016