



SUNMOON FOOD COMPANY LIMITED

Registration No. 198304656K
(the "Company")

PROPOSED ISSUE OF

- (1) **333,333,333 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S\$0.045 PER SHARE; AND**
- (2) **166,666,667 FREE UNLISTED WARRANTS CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) SHARE EACH IN THE CAPITAL OF THE COMPANY AT THE EXERCISE PRICE OF S\$0.054 PER SHARE**

(COLLECTIVELY, THE "PROPOSED PLACEMENT")

- AMENDMENT TO THE PLACEMENT AGREEMENT

The board of directors ("**Directors**") ("**Board**") of the Company refers to its announcements dated 7 October 2016, 3 January 2017, 14 May 2017 and 16 June 2017 relating to the Proposed Placement (the "**Announcements**"). Capitalised terms not defined herein shall bear the same meanings ascribed to them in the Announcements.

The Board wishes to announce that the Company and the Placee have, on 30 June 2017, entered into a second supplemental deed with the Placee (the "**Second Supplemental Deed**") to amend the Placement Agreement.

1. AMENDMENTS TO THE PLACEMENT AGREEMENT

Pursuant to the Second Supplemental Deed, the Company and the Placee have agreed to amend the Placement Agreement on, *inter alia*, the following terms:

- (a) the Placee has waived the obtaining or renewal of all trademarks and/or copyrights necessary for the Company's business operations in each country where it has market presence, including the transfer of certain trademarks set out in the Second Supplemental Deed ("**Relevant Trademarks**") from United Argo Produce Pte Ltd to the Company, as condition precedent to the completion of the Proposed Placement, PROVIDED ALWAYS the Company undertakes to use its best endeavours to obtain or renew all trademarks and/or copyrights necessary for its business operations in each country where it has market presence, including the transfer of the Relevant Trademarks from United Argo Produce Pte Ltd to the Company, after completion of the Proposed Placement;
- (b) the Placee has waived the disposal of, striking off, winding up and/or liquidation of Weifang Xinan FHTK Fruits Co., Ltd and Xinjiang SunMoon Co Ltd (the "**Undisposed Subsidiaries**") as condition precedent to the completion of the Proposed Placement, PROVIDED ALWAYS the Company undertakes to use its best endeavours to dispose of, strike off, wind up and/or liquidate the Undisposed Subsidiaries after completion of the Proposed Placement; and

(c) the parties have agreed to extend the long stop date for the completion of the conditions precedent in the Placement Agreement by one month, up to and including 31 July 2017.

2. FURTHER ANNOUNCEMENTS

The Company will make further announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Proposed Placement.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Placement (other than through their respective shareholdings in the Company, if any).

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placement Agreement and the Second Supplemental Deed may be inspected at the registered office of the Company at 1 Scotts Road #21-07/08 Shaw Centre Singapore 228208 during normal office hours for a period of three (3) months from the date of this announcement

BY ORDER OF THE BOARD

Gary Loh Hock Chuan
Executive Chairman
30 June 2017