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鼎希有限公司
ZENITH HOPE LIMITED
*(Incorporated in the British Virgin Islands with
limited liability)*

KOND 康大
**CHINA KANGDA FOOD
COMPANY LIMITED**
中國康大食品有限公司
(Incorporated in Bermuda with limited liability)
(Hong Kong Stock Code (Primary Listing): 834)
(Singapore Stock Code (Secondary Listing): P74)

**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT
IN RELATION TO
THE MANDATORY UNCONDITIONAL CASH OFFER BY
FIRST CAPITAL SECURITIES LIMITED
FOR AND ON BEHALF OF
ZENITH HOPE LIMITED
TO ACQUIRE ALL THE ISSUED SHARES
IN THE SHARE CAPITAL OF
CHINA KANGDA FOOD COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED
BY ZENITH HOPE LIMITED AND/OR
PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to Zenith Hope Limited



Offer agent to the Offeror



Independent Financial Adviser to the Independent Board Committee

MESSIS 大有融資

Reference is made to the announcement jointly issued by China Kangda Food Company Limited (the “**Company**”) and Zenith Hope Limited (the “**Offeror**”) (i) dated 2 July 2019 (the “**First Joint Announcement**”) in relation to, among other things, the conditional sale and purchase of the Sale Shares and the possible Offer; (ii) dated 4 July 2019 (the “**Second Joint Announcement**”) in relation to the completion of the Share Purchase Agreement in respect of the HK Sale Shares; (iii) dated 22 July 2019 and 6 August 2019 (the “**Delay Announcements**”) in relation to the delay in despatch of the Composite Document, (collectively, the “**Joint Announcements**”); and (iv) the composite offer and response document dated 16 August 2019 jointly issued by the Company and the Offeror (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the Form of Acceptance, containing, among other things, (i) details of the Offer (including the expected timetable); (ii) the letter from Donvex Capital; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (v) the letter from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, has been despatched to the Independent Shareholders on 16 August 2019 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE OFFER

Set out below is the expected timetable of the Offer as extracted from the Composite Document. The timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Offeror and the Company as and when appropriate.

Event	Time & Date
Despatch date of this Composite Document and the accompanying Acceptance Form(s) and the commencement of the Offer (<i>Notes 1 and 4</i>)	Friday, 16 August 2019
Latest time and date for acceptance of the Offer (<i>Notes 2 and 5</i>)	4:00 p.m. on Tuesday, 10 September 2019
Closing Date of the Offer (<i>Notes 2 and 5</i>)	Tuesday, 10 September 2019
Announcement of the results of the Offer (or its extension or revision, if any), to be posted on the websites of the Stock Exchange and the Singapore Stock Exchange (<i>Notes 2 and 5</i>)	not later than 7:00 p.m. on Tuesday, 10 September 2019
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Notes 3 and 5</i>)	Thursday, 19 September 2019

Note 1: The Offer, which is unconditional, is made on the date of posting of this Composite Document, and is capable of being accepted on and from that date until 4:00 p.m. on the Closing Date.

Note 2: The latest time for acceptance of the Offer is 4:00 p.m. on Tuesday, 10 September 2019 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the website of the Stock Exchange (with a copy made available on the website of the Singapore Stock Exchange) no later than 7:00 p.m. on Tuesday, 10 September 2019 stating whether the Offer has been revised, extended or has closed for acceptance. In the event that the Offeror decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

Note 3: Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the Date of Receipt.

Note 4: Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to the paragraph headed "8. Right of withdrawal" in Appendix I to this Composite Document for further information on the circumstances where acceptances may be withdrawn.

Note 5: If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer, or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

All references to date and time contained in this Composite Document and the accompanying Acceptance Form(s) refer to Hong Kong and Singapore date and time.

Save as mentioned above, if the latest time for the acceptance of the Offer do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

The Offer is unconditional in all respects. Independent Shareholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser to the Independent Board Committee before deciding whether or not to accept the Offer.

Independent Shareholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their professional advisers.

By order of the sole director

Zenith Hope Limited

Peng Haochen

Sole director

By order of the Board

China Kangda Food Company Limited

Fang Yu

Chairman

Hong Kong, 16 August 2019

As at the date of this joint announcement, the executive directors of the Company are Mr. Fang Yu (Chief Executive Officer and Chairman), Mr. An Fengjun, Mr. Gao Yanxu, Mr. Luo Zhenwu, Mr. Li Wei and Mr. Wang Yuan; and the independent non-executive directors of the Company are Mr. Lau Choon Hoong, Mr. Song Xuejun and Mr. Lu Zhiwen.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, its associates and/or parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Offeror, its associates and/or parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the Offeror is wholly owned by Eternal Myriad Limited, which is beneficially and ultimately wholly-owned by Mr. Wu Jiming (吳繼明). The sole director of the Offeror is Mr. Peng Haochen (彭浩宸).

The sole director of the Offeror, Mr. Peng Haochen (彭浩宸), and Mr. Wu Jiming (吳繼明) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text in case of inconsistency.