

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 announcement made on 21 October 2016 (the “**Offer Announcement**”) by CIMB Bank Berhad, Singapore Branch (“**CIMB**”), for and on behalf of Marvellous Glory Holdings Limited (the “**Offeror**”) on the Offeror’s firm intention to make a voluntary conditional offer (the “**Offer**”) 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 OFFER DOCUMENT

The Board wishes to inform shareholders of the Company (“**Shareholders**”) that CIMB has today announced, for and on behalf of the Offeror, that the formal offer document dated 10 November 2016 containing the terms and conditions of the Offer and enclosing the form(s) of acceptance (the “**Offer Document**”) has been despatched to Shareholders on 10 November 2016.

The Offer is subject to the terms and conditions set out in the Offer Document, a copy of which is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

3. OFFEREE CIRCULAR

A circular (the “**Offeree Circular**”) containing, amongst others, the advice of the IFA (as defined below) and the recommendation of the directors of the Company (the “**Directors**”) who are regarded as independent for the purposes of the Offer under the Code (the “**Independent Directors**”) on the Offer will be despatched by the Company to Shareholders within 14 days from 10 November 2016.

4. INDEPENDENT FINANCIAL ADVISER

The Board wishes to announce that ZICO Capital Pte. Ltd. has been appointed as the independent financial adviser (the “**IFA**”) to advise the Independent Directors in respect of the Offer.

5. CAUTION IN TRADING

Shareholders are advised to exercise caution when dealing in their Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their

interests, until they or their professional advisers have considered the information and the recommendation of the Independent Directors, as well as the advice of the IFA, which will be set out in the Offeree Circular to be issued in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

6. 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

10 November 2016