

## CHINA MINZHONG FOOD CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200402715N)

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### 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

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#### 1. INTRODUCTION

The board of directors (the “**Board**”) of China Minzhong Food Corporation Limited (the “**Company**”) refers to the following:

- (a) the announcement made on 21 October 2016 (the “**Formal 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;
- (b) the offer document dated 10 November 2016 (the “**Offer Document**”) issued by CIMB, for and on behalf of the Offeror, in relation to the Offer;
- (c) the offeree circular dated 24 November 2016 (the “**Offeree Circular**”) issued by the Company in connection with the Offer;
- (d) the announcement made on 7 December 2016 by CIMB, for and on behalf of the Offeror, in relation to the Offer becoming unconditional in all respects (the “**Unconditional Offer Announcement**”);
- (e) the announcement made on 7 December 2016 by the Company in relation to the loss of the Company’s free float (the “**Loss of Free Float Announcement**”); and
- (f) the announcement made on 8 December 2016 by CIMB, for and on behalf of the Offeror, in relation to the close of the Offer (the “**Close of Offer Announcement**”).

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offeree Circular.

#### 2. CLOSE OF THE OFFER

The Board wishes to inform Shareholders that as stated in the Close of Offer Announcement, the Offer has closed at 5.30 p.m. (Singapore time) on 8 December 2016 (the “**Closing Date**”). **Accordingly, the Offer is no longer open for acceptances and any acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.**

A copy of the Close of Offer Announcement is available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

### **3. FINAL LEVEL OF ACCEPTANCES FOR THE OFFER**

As stated in the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Closing Date (a) the Offeror owns, controls or has agreed to acquire (including by way of valid acceptances of the Offer) 652,643,414 Shares, representing approximately 99.57% of the total number of issued Shares, and (b) the Offeror and its Concert Parties collectively own, control or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 652,643,414 Shares, representing approximately 99.57% of the total number of issued Shares.

### **4. LOSS OF FREE FLOAT AND TRADING SUSPENSION**

As announced by the Company in the Loss of Free Float Announcement, under Rule 723 of the Listing Manual, the Company must ensure that at least 10.0% of the total number of issued Shares (excluding treasury shares, preferences shares and convertible equity securities) is held by the public at all times. The Company further announced in the Loss of Free Float Announcement that as the Company no longer meets the Free Float Requirement, the SGX-ST would suspend trading of the Shares on the SGX-ST at the close of the Offer in accordance with Rule 1303(1) of the Listing Manual.

**As the Offer has closed at 5.30 p.m. (Singapore time) on the Closing Date, the Company will accordingly request that the SGX-ST suspend the trading of the Shares before 9.00 a.m. (Singapore time) on 9 December 2016.**

As stated in the Formal Offer Announcement, the Offer Document, the Unconditional Offer Announcement and the Close of Offer Announcement, the Offeror intends to privatise and delist the Company from the SGX-ST. In the event that the trading of Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.

### **5. 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 Formal Offer Announcement, the Offer Document, the Unconditional Offer Announcement and the Close of 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

8 December 2016