

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 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, relating to the Offer;
- (c) the announcement made on 23 November 2016 by CIMB, for and on behalf of the Offeror (the “**Shut-Off Notice Announcement**”);
- (d) the offeree circular dated 24 November 2016 (the “**Offeree Circular**”) issued by the Company in connection with the Offer; and
- (e) 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**”).

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

2. OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS AND LEVEL OF ACCEPTANCES

The Offer Document states that the Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror holding such number of Shares carrying more than 50.0% of the voting rights attributable to the issued Shares (excluding any treasury shares) as at the close of the Offer (the “**Minimum Acceptance Condition**”).

As stated in the Unconditional Offer Announcement, as at 5.00 p.m. (Singapore time) on 7 December 2016, the Offeror has received valid acceptances in respect of 647,078,115 Shares, which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror (either before or during the Offer and pursuant to the Offer or otherwise), result in the Offeror holding such number of Shares carrying more than 50.0% of the voting rights attributable to the total number of issued Shares (excluding Shares held in treasury).

Accordingly, CIMB has announced, for and on behalf of the Offeror, that the Minimum Acceptance Condition has been satisfied and the Offer has therefore become and is declared to be unconditional in all respects on the date of the Unconditional Offer Announcement.

As further stated in the Unconditional Offer Announcement, as at 5:00 p.m. (Singapore time) on 7 December 2016, (i) the Offeror directly owns, controls or has agreed to acquire (including by way of valid acceptances of the Offer) 647,078,115 Shares, representing approximately 98.72% of the total number of issued Shares, and (ii) 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 647,078,115 Shares, representing approximately 98.72% of the total number of issued Shares.

3. LOSS OF FREE FLOAT AND TRADING SUSPENSION

Rule 723 of the Listing Manual requires at least 10.0% of the total number of issued Shares (excluding treasury shares, preference shares and convertible equity securities) to be held by the public at all times (the “**Free Float Requirement**”), where “public” means persons other than:

- (a) directors, chief executive officer, substantial shareholders, or controlling shareholders of the Company or its subsidiary companies; and
- (b) associates of the persons in paragraph (a).

In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that as the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned by it and its Concert Parties to above 90.0% of the total number of issued Shares (excluding any Shares held in treasury), the percentage of Shares held by the public as at 5.00 p.m. (Singapore time) on 7 December 2016 is approximately 1.28% and is therefore less than the requisite 10.0% under the Free Float Requirement.

Under Rule 724(2) of the Listing Manual, the Shares may be delisted from the SGX-ST if the percentage of Shares held in public hands is not restored to at least 10.0% after a period of three (3) months, or such longer period as the SGX-ST may agree.

Pursuant to Rule 1303(1) of the Listing Manual, as the Offeror and its Concert Parties have, through acceptances or otherwise, succeeded in holding more than 90.0% of the Shares in issue, **the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.**

As stated in the Formal Offer Announcement, the Offer Document and the Unconditional 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.

4. **COMPULSORY ACQUISITION**

According to the Unconditional Offer Announcement, as the Offeror has received valid acceptances pursuant to the Offer in respect of not less than 90.0% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held in treasury), **the Offeror is entitled to, and intends to, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “Companies Act”) to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “Dissenting Shareholders”), at a price equal to the Offer Consideration.** The Offeror will, in due course, despatch to the Dissenting Shareholders the relevant documentation together with the prescribed notices under the Companies Act in relation to the exercise of its right of compulsory acquisition.

The Unconditional Offer Announcement further states that as the Offeror has received valid acceptances pursuant to the Offer which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90.0% or more of the total number of issued Shares, the Dissenting Shareholders will have the right under and subject to Section 215(3) of the Companies Act to require the Offeror to acquire their Shares on the terms of the Offer. As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their right under Section 215(3) of the Companies Act. The Dissenting Shareholders who wish to exercise such right or who are in any doubt as to their position are advised to seek their own independent legal advice.

5. **REMINDER OF CLOSING DATE**

The Offer will remain open for acceptances until **5.30 p.m. (Singapore time) on 8 December 2016 (the “Closing Date”)**. As stated in the Shut-Off Notice Announcement, the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date, save that the Offeror reserves the right to do so in a competitive situation.

The Unconditional Offer Announcement further states that, notwithstanding that the Offer has become and been declared unconditional in all respects on the date of the Unconditional Offer Announcement, 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.

Shareholders who wish to accept the Offer should follow the procedures for the acceptance of the Offer as set out in Appendix 2 to the Offer Document and the accompanying relevant forms of acceptance.

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 Formal Offer Announcement, the Offer Document, the Shut-Off Notice Announcement and the Unconditional 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

7 December 2016