

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**”) wishes to inform the shareholders of the Company (“**Shareholders**”) that on 21 October 2016, CIMB Bank Berhad, Singapore Branch, has for and on behalf of Marvellous Glory Holdings Limited (the “**Offeror**”) announced (the “**Offer Announcement**”) 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 (the “**Offer Shares**”) in accordance with Rule 15 of The Singapore Code on Take-overs and Mergers (the “**Code**”).

A copy of the Offer Announcement is attached to this announcement and is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to review, in conjunction with this announcement, the Offer Announcement in its entirety.

2. DESPATCH OF THE OFFER DOCUMENT

According to the Offer Announcement, the formal offer document (the “**Offer Document**”) setting out the terms and conditions of the Offer and enclosing the appropriate form(s) of acceptance of the Offer will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

3. INDEPENDENT FINANCIAL ADVISER

The Board will, in due course, appoint an independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are regarded as independent for the purposes of the Offer under the Code (the “**Independent Directors**”) and such appointment will be announced in due course.

A circular (the “**Offeree Circular**”) containing, amongst others, the advice of the IFA and the recommendation of the Independent Directors on the Offer will be despatched by the Company to Shareholders within 14 days from the date of the despatch of the Offer Document to be issued by the Offeror.

In the meantime, 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.

4. 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
21 October 2016