

CHINA MINZHONG FOOD CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200402715N)

SGX-ST'S APPROVAL FOR (1) THE PROPOSED DELISTING, (2) WAIVER OF RULE 1307 OF THE LISTING MANUAL (3) NON-APPLICABILITY OF RULE 1309 OF THE LISTING MANUAL, AND (4) WAIVER OF RULE 705(1) OF THE LISTING MANUAL

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 7 October 2016 by the Company in relation to the timetable for the release of financial results of the Company for the 18-month period from 1 July 2015 to 31 December 2016 ("**7 October 2016 Announcement**");
- (b) the offer document dated 10 November 2016 issued by CIMB, for and on behalf of the Offeror, in relation to the Offer ("**Offer Document**");
- (c) the announcement made on 7 December 2016 by the Company in relation to the loss of the Company's free float;
- (d) the announcement made on 8 December 2016 by CIMB, for and on behalf of the Offeror, in relation to the close of the Offer ("**Offeror's Close of Offer Announcement**");
- (e) the announcement made on 8 December 2016 by the Company in relation to the close of the Offer;
- (f) the announcement made on 9 December 2016 by the Company in relation to the request for suspension ("**Request for Suspension**"); and
- (g) the announcement made on 3 January 2017 by CIMB, for and on behalf of the Offeror, in relation to the Offeror's intention to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act (Chapter 50 of Singapore) ("**Companies Act**") and the despatch of its letter and Form 57 and Form 58 to Shareholders who had not validly accepted the Offer as at the close of the Offer ("**Dissenting Shareholders**").

All defined terms herein shall bear the same meanings ascribed to them in the Offer Document.

2. SGX-ST'S APPROVAL FOR THE PROPOSED DELISTING

- 2.1 Further to the Close of Offer Announcement, the Company made an application to the SGX-ST to seek the SGX-ST's approval and confirmation that it has no objections to the proposed delisting of the Company ("**Proposed Delisting**"), based on the following reasons:

- (a) as stated in the Offer Document, the Offeror does not intend to preserve the listing status of the Company, and the Offeror (together with the parties acting in concert with it where appropriate) when entitled, intends to exercise its (or their) rights of compulsory acquisition under the Companies Act ("**Compulsory Acquisition**") and does not intend to take steps for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10.0% of the Shares are held in public hands;
- (b) as stated in the Offeror's Close of Offer Announcement, based on the information available to the Offeror, as at the Closing Date, (i) 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 (ii) the Offeror and the parties acting in concert with it 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;
- (c) as stated in the Offeror's Close of Offer Announcement, the Offeror has become entitled to, and intends to, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire the shares of the Dissenting Shareholders;
- (d) as stated in the Offeror's Close of Offer Announcement, as the Offeror has received valid acceptances pursuant to the Offer which, together with the Shares held by the Offeror, its related corporation or their respective nominees, comprise 90% 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 the 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; and
- (e) the Offeror had on 3 January 2017 dispatched to Dissenting Shareholders the relevant notices in respect of the Compulsory Acquisition.

3. WAIVER OF RULE 1307 OF THE LISTING MANUAL AND CONFIRMATION OF NON-APPLICABILITY OF RULE 1309 OF THE LISTING MANUAL

- 3.1 An application has also been submitted to the SGX-ST for (i) waiver for compliance with Rule 1307 of the Listing Manual ("**Rule 1307 Waiver**") and (ii) a confirmation that Rule 1309 of the Listing Manual is not applicable ("**Rule 1309 Confirmation**").
- 3.2 The Rule 1307 Waiver and the Rule 1309 Confirmation were sought based on the following reasons:
 - (a) in respect of the Rule 1307 Waiver, given the Offeror's current shareholding in the Company, it is a foregone conclusion that any resolution to delist ("**Delisting Resolution**") will be approved. Accordingly, it will be an unnecessary expenditure of time and expense if the Company were to be required to convene a general meeting to obtain Shareholders' approval for the Proposed Delisting. Additionally, even after the exchange of the Exchangeable Bonds (as defined in the Offer Document) issued under the Offer into the issued and paid-up ordinary shares in the capital of the

Company (“**Shares**”), and assuming that all of the Dissenting Shareholders elect to receive the Cash and Exchangeable Bonds Consideration and the Exchangeable Bonds are exchanged into Shares, the Offeror and its concert parties will continue to hold in excess of 99.84% of the Shares, which is more than sufficient to carry the Delisting Resolution.

- (b) in respect of the Rule 1309 Confirmation, the Offeror’s intention to delist the Company following the Compulsory Acquisition is set out clearly in the Offer Document and the Offer is tantamount to a cash exit offer made by the Offeror to the shareholders. Moreover, the Offeror is in the process of exercising such rights of Compulsory Acquisition and dissenting shareholders also have the rights under Section 215(3) of the Companies Act to put their Shares to the Offeror.

4. APPLICATION FOR WAIVER FROM RULE 705(1) OF THE LISTING MANUAL

4.1 An application has also been submitted to the SGX-ST for waiver from the requirements of Rule 705(1) of the Listing Manual (“**Rule 705(1) Waiver**”).

4.2 Rule 705(1) of the Listing Manual states that “an issuer must announce the financial statements for the full financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 60 days after the relevant financial period”.

4.3 As stated in the 7 October 2016 Announcement, in accordance with Rule 705(1) of the Listing Manual, the Company would have to release the announcements of its financial results for the 18-month period from 1 July 2015 to 31 December 2016 in the following manner:

- (a) the quarterly results for the sixth quarter from 1 October 2016 to 31 December 2016 by 14 February 2017 (“**6Q2016 Results**”); and
- (b) the full year results for the 18-month period from 1 July 2015 to 31 December 2016 by 1 March 2017 (“**FY2016 Results**”).

4.4 The Company sought the Rule 705(1) Waiver based on the following reasons:

- (a) subject to the receipt of SGX-ST’s approval, the Company expects to be delisted shortly after the completion of the Compulsory Acquisition. The Shares have been suspended with effect from the date of Request of Suspension, pending the delisting of the Shares. The Offeror has stated in the Offer Document that it does not intend to preserve the Company’s listing status nor to take any steps to lift any trading suspension in the Shares;
- (b) the Offeror has already dispatched notices to Dissenting Shareholders in respect of its intention to exercise its rights of compulsory acquisition under the Companies Act;
- (c) based on the above, shareholders and investors are unlikely to be prejudiced by the non-release of the 6Q2016 Results and FY2016 Results as the trading in Shares has been suspended as at the date of Request of Suspension and will remain suspended until the Company is delisted; and
- (d) accordingly, the release of the 6Q2016 Results and FY2016 Results in view of the pending Proposed Delisting will not be of material benefit to the minority shareholders of the Company and would incur unnecessary compliance costs for the Company.

5. SGX-ST CONFIRMATION

5.1 The Board wishes to announce that SGX-ST by its letter dated 20 January 2017 informed the Company that based on the submissions and representations to the SGX-ST:

- (a) the SGX-ST has no objection to the delisting of the Company from the Official List of the SGX-ST subject to completion of the Compulsory Acquisition by the Offeror;
- (b) the SGX-ST has no objection to the application for waiver of Rules 705(1) and 1307 of the Listing Manual in connection with the proposed delisting, subject to the following:
 - (i) an announcement via SGXNET of the waivers granted, the reasons for seeking the waivers and the conditions as required under Rule 107 of the Listing Manual; and
 - (ii) submission of a written confirmation from the Company that the waivers do not contravene any laws and regulations governing the Company and the articles of association of the Company; and
 - (iii) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and
- (c) Rule 1309 of the Listing Manual is not applicable to the Company.

5.2 The Company will be submitting the written confirmation sought by SGX-ST referred to in paragraphs 5.1(b)(ii) and (iii) above.

6. RESPONSIBILITY STATEMENT

6.1 The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this announcement (other than those relating to the Offeror) are fair and accurate, and that there are 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 7 October 2016 Announcement, the Offer Document and the Offeror's Close of Announcement) or obtained from the Offeror, the sole responsibility of the Directors of the Company has been to ensure that through reasonable enquiries such information has been accurately extracted from such sources, or as the case may be, reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Lin Guo Rong
Executive Chairman and Chief Executive Officer
20 January 2017