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**CHINA TIAN YUAN
MANGANESE LIMITED**

(Incorporated in the Cayman Islands with limited liability)



**CHINA KANGDA FOOD
COMPANY LIMITED**
中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 834)

(Singapore Stock Code: P74)

JOINT ANNOUNCEMENT

**(1) CLOSE OF MANDATORY UNCONDITIONAL
CASH OFFER BY**



**FOR AND ON BEHALF OF
CHINA TIAN YUAN MANGANESE LIMITED
TO ACQUIRE ALL THE ISSUED SHARES
IN THE SHARE CAPITAL OF
CHINA KANGDA FOOD COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY
CHINA TIAN YUAN MANGANESE LIMITED AND/OR
PARTIES ACTING IN CONCERT WITH IT);
AND**

(2) RESULTS OF THE OFFER

Joint financial advisers to China Tian Yuan Manganese Limited

VEDA | CAPITAL
智 略 資 本



CLOSE OF THE OFFER

The Company and the Offeror jointly announce that the Offer closed at 4:00 p.m. on Friday, 16 June 2017 and was not revised or extended.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 16 June 2017, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 1,225,000 Offer Shares under the Offer, representing approximately 0.28% of the entire issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately after the close of the Offer, taking into account the valid acceptances in respect of the said 1,225,000 Offer Shares tendered under the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 300,740,000 Shares, representing approximately 69.46% of the entire issued share capital of the Company as at the date of this joint announcement.

PUBLIC FLOAT

Immediately after the close of the Offer (subject to the due registration by the Registrar HK and the Registrar SG of the transfer of the Offer Shares tendered under the Offer), 132,208,000 Shares, representing approximately 30.54% of the entire issued share capital of the Company, are held by the public. Accordingly, as at the date of this joint announcement, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

Reference is made to the composite offer and response document jointly issued by China Kangda Food Company Limited (the “**Company**”) and China Tian Yuan Manganese Limited (the “**Offeror**”) dated 26 May 2017 (the “**Composite Document**”) in relation to, among other things, the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Company and the Offeror jointly announce that the Offer closed at 4:00 p.m. on Friday, 16 June 2017 and was not revised or extended.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 16 June 2017, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 1,225,000 Offer Shares under the Offer, representing approximately 0.28% of the entire issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the commencement of Offer Period on 30 December 2016, none of the Offeror and parties acting in concert with it were interested in any Shares or rights over Shares.

Immediately after the Completion and prior to the making of the Offer on 26 May 2017, the Offeror and parties acting in concert with it were interested in 299,515,000 Shares, representing approximately 69.18% of the entire issued share capital of the Company.

Immediately after the close of the Offer, taking into account the valid acceptances in respect of the said 1,225,000 Offer Shares tendered under the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 300,740,000 Shares, representing approximately 69.46% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as aforesaid, none of the Offeror or any of the parties acting in concert with it (i) held, controlled or directed any Shares or rights over Shares immediately before the commencement of the Offer Period on 30 December 2016 or; (ii) acquired or agreed to acquire any Shares or other securities of the Company or rights over Shares during the Offer Period. The Offeror and parties acting in concert with it had not borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately after the Completion and prior to the making of the Offer; and (ii) immediately after the close of the Offer and as at the date of this joint announcement:

	Immediately after the Completion and prior to the making of the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Offeror and parties acting in concert with it	299,515,000	69.18	300,740,000	69.46
Independent Shareholders	133,433,000	30.82	132,208,000	30.54
Total	<u>432,948,000</u>	<u>100</u>	<u>432,948,000</u>	<u>100</u>

PUBLIC FLOAT

Immediately after the close of the Offer (subject to the due registration by the Registrar HK and the Registrar SG of the transfer of the Offer Shares tendered under the Offer), 132,208,000 Shares, representing approximately 30.54% of the entire issued share capital of the Company, are held by the public. Accordingly, as at the date of this joint announcement, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

By Order of the Sole Director of
China Tian Yuan Manganese Limited
Jia Yan
Sole Director

By Order of the Board
China Kangda Food Company Limited
Gao Yanxu
Executive Director

Hong Kong, 16 June 2017

As at the date of this joint announcement, the executive Directors of the Company are Mr. An Fengjun (Chief Executive Officer) and Mr. Gao Yanxu; the non-executive Directors of the Company are Mr. Gao Sishi (Chairman), Mr. Zhang Qi and Mr. Naoki Yamada; and the independent non-executive Directors of the Company are Mr. Chong Soo Hoon, Sean, Mr. Lau Choon Hoong and Mr. Yu Chung Leung.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, its associates and/or parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Offeror, its associates and/or parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the Offeror is owned as to approximately 99.62%, 0.19% and 0.19% by Mr. Jia Tianjiang (賈天將), Ms. Dong Jufeng (東菊鳳) and Ms. Zhu Fenglian (朱鳳蓮), respectively. The sole director of the Offeror is Ms. Jia Yan.

The sole director of the Offeror, Mr. Jia Tianjiang (賈天將), Ms. Dong Jufeng (東菊鳳) and Ms. Zhu Fenglian (朱鳳蓮) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, its associates and parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the Group, its associates and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.