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鼎希有限公司
ZENITH HOPE LIMITED
(Incorporated in the British Virgin Islands with limited liability)

KOND 康大
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 (Primary Listing): 834)
(Singapore Stock Code (Secondary Listing): P74)

JOINT ANNOUNCEMENT

**(I) CLOSE OF MANDATORY UNCONDITIONAL
CASH OFFER BY
FIRST CAPITAL SECURITIES LIMITED
FOR AND ON BEHALF OF
ZENITH HOPE 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 ZENITH HOPE LIMITED AND/OR
PARTIES ACTING IN CONCERT WITH IT);
(II) RESULTS OF THE OFFER; AND
(III) PUBLIC FLOAT**

Financial adviser to Zenith Hope Limited



Offer agent to the Offeror



Independent Financial Adviser to the Independent Board Committee

MESSIS 大有融資

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 10 September 2019, and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 10 September 2019, 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 30,524,066 Offer Shares under the Offer, representing approximately 7.05% of the entire issued share capital of the Company as at the date of this joint announcement.

PUBLIC FLOAT OF THE COMPANY

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), 101,683,934 Shares, representing approximately 23.49% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. An application has been made to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules. The director of the Offeror will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the Offer. Further announcement(s) will be made by the Company regarding restoration of public float in the Shares as and when appropriate in accordance with the Listing Rules.

Reference is made to the composite offer and response document dated 16 August 2019 jointly issued by China Kangda Food Company Limited (the “**Company**”) and Zenith Hope Limited (the “**Offeror**”) (the “**Composite Document**”) relating to the mandatory unconditional cash offer by First Capital Securities Limited for and on behalf of the Offeror to acquire all the issued shares in the share capital of the Company (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) (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 Tuesday, 10 September 2019 and was not revised or extended.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 10 September 2019, 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 30,524,066 Offer Shares under the Offer, representing approximately 7.05% 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 the Offer Period on 29 January 2019, 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 16 August 2019, the Offeror and parties acting in concert with it were interested in 300,740,000 Shares, representing approximately 69.46% 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 30,524,066 Offer Shares tendered under the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 331,264,066 Shares, representing approximately 76.51% 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 29 January 2019; 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:

Shareholders	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</i>	<i>Approximate % of</i>	<i>Number of</i>	<i>Approximate % of</i>
	<i>shares</i>	<i>the interest held</i> (Note)	<i>shares</i>	<i>the interest held</i>
The Offeror and parties acting in concert with it	300,740,000	69.46	331,264,066	76.51
Public Shareholders	132,208,000	30.54	101,683,934	23.49
Total	432,948,000	100.00	432,948,000	100.00

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), 101,683,934 Shares, representing approximately 23.49% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. An application has been made to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules. The director of the Offeror will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the Offer. Further announcement(s) will be made by the Company regarding restoration of public float in the Shares as and when appropriate in accordance with the Listing Rules.

By order of the sole director
Zenith Hope Limited
Peng Haochen
Sole director

By order of the Board
China Kangda Food Company Limited
Fang Yu
Chairman

Hong Kong, 10 September 2019

As at the date of this joint announcement, the executive directors of the Company are Mr. Fang Yu (Chief Executive Officer and Chairman), Mr. An Fengjun, Mr. Gao Yanxu, Mr. Luo Zhenwu, Mr. Li Wei and Mr. Wang Yuan; and the independent non-executive directors of the Company are Mr. Lau Choon Hoong, Mr. Song Xuejun and Mr. Lu Zhiwen.

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 wholly owned by Eternal Myriad Limited, which is beneficially and ultimately wholly-owned by Mr. Wu Jiming (吳繼明). The sole director of the Offeror is Mr. Peng Haochen (彭浩宸).

The sole director of the Offeror, Mr. Peng Haochen (彭浩宸), and Mr. Wu Jiming (吳繼明) 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), 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 Directors) 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.

The English text of this joint announcement shall prevail over its Chinese text in case of inconsistency.