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**EVER MAPLE FLAVORS AND  
FRAGRANCES HOLDINGS LIMITED**  
*(Incorporated in the British Virgin Islands  
with limited liability)*

**China Candy Holdings Limited**  
**中國糖果控股有限公司**  
*(Incorporated in the Cayman Islands  
with limited liability)*  
**(Stock code: 8182)**

## **JOINT ANNOUNCEMENT**

**DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO  
VOLUNTARY CONDITIONAL CASH OFFER BY  
SOMERLEY CAPITAL LIMITED  
FOR AND ON BEHALF OF  
EVER MAPLE FLAVORS AND FRAGRANCES HOLDINGS LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
CHINA CANDY HOLDINGS LIMITED**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee  
of China Candy Holdings Limited**



The Composite Document containing, among others, (i) detailed terms and conditions of the Offer (including the expected timetable); (ii) the letter from Somerley Capital; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in relation to the Offer; and (v) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance, have been despatched to the Independent Shareholders on Thursday, 22 June 2017 in accordance with the Takeovers Code.

**Independent Shareholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter of advice from Akron, the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offer.**

**Shareholders and/or potential investors of the Company should note that the Offer is subject to the satisfaction or waiver (where applicable) of the Conditions. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

## **INTRODUCTION**

References are made to (i) the joint announcements issued by China Candy Holdings Limited (the “**Company**”) and Ever Maple Flavors and Fragrances Holdings Limited (the “**Offeror**”) dated 12 May 2017 in relation to the Offer and dated 2 June 2017 in relation to the delay in despatch of the Composite Document; and (ii) the composite document jointly issued by the Company and the Offeror dated 22 June 2017 (the “**Composite Document**”). Capitalised terms used herein have the same meanings as those defined in the Composite Document unless the context otherwise requires.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among others, (i) detailed terms and conditions of the Offer (including the expected timetable); (ii) the letter from Somerley Capital; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in relation to the Offer; and (v) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance, have been despatched to the Independent Shareholders on Thursday, 22 June 2017 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company.

Despatch date of the Composite Document and  
the accompanying Form of Acceptance and  
commencement date of the Offer (*Note 1*) . . . . . Thursday, 22 June 2017

Latest time and date for acceptance of the Offer  
on the first Closing Date (*Note 3*) . . . . . 4:00 p.m. on Thursday, 13 July 2017

First Closing Date (*Note 3*) . . . . . Thursday, 13 July 2017

Announcement of the results of the Offer as at  
the first Closing Date, to be posted on the website of  
the Stock Exchange . . . . . no later than 7:00 p.m.  
on Thursday, 13 July 2017

Latest date for posting of remittances for the amount  
due in respect of valid acceptances received under  
the Offer on or before 4:00 p.m. on the first Closing Date  
assuming the Offer becomes or is declared unconditional on  
the first Closing Date (*Note 4*) . . . . . Monday, 24 July 2017

Latest time and date for the Offer remaining open for  
acceptance assuming the Offer becomes or  
is declared unconditional on  
the first Closing Date (*Note 5*) . . . . . 4:00 p.m. on Thursday, 27 July 2017

Latest time and date by which the Offer can become  
or be declared unconditional as to acceptances (*Note 6*) . . . . . no later than 7:00 p.m.  
on Monday, 21 August 2017

### Notes:

1. The Offer is open for acceptance on and from 22 June 2017, being the date of posting of the Composite Document, and are capable of acceptance on and from that date until the Closing Date.
2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. The Offer will initially remain open for acceptances until 4:00 p.m. on 13 July 2017 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offer, which announcement will state either the next Closing Date or, if the Offer is at that time unconditional as to acceptances, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer.
4. Subject to the Offer becoming unconditional, remittances in respect of the cash consideration for the Offer Shares tendered under the Offer will be despatched to the accepting Shareholder(s) (to the address specified on the relevant Shareholder's Form of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code, and the date on which the Offer becomes or is declared unconditional in all respects.
5. In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional in all respects, the Offer should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror determines or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue a press announcement in relation to any extension of the Offer, which will state the next closing date or, if the Offer has become or is at that time unconditional, that the Offer will remain open until further notice.
6. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on 21 August 2017, being the 60th day after the day the Composite Document is posted. Accordingly, unless the Offer has previously become unconditional as to acceptances, the Offer will lapse on 21 August 2017 unless extended with the consent of the Executive and in accordance with the Takeovers Code. In addition, unless the Offer becomes or is declared unconditional in all respects within 21 days of the Offer becoming or is being declared unconditional as to acceptances, the Offer will lapse. Therefore, the last day by which the Offer can become or be declared unconditional in all respects is 11 September 2017.
7. The latest time and date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning", in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. Instead the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

**All references to date and time contained in this joint announcement, the Composite Document and the Form of Acceptance refer to Hong Kong date and time.**

**WARNING: Independent Shareholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter of advice from Akron, the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offer.**

**Shareholders and/or potential investors of the Company should note that the Offer is subject to the satisfaction or waiver (where applicable) of the Conditions. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the Board  
**China Candy Holdings Limited**  
**Xu Jinpei**  
*Chairman*

By order of the sole director of  
**Ever Maple Flavors and Fragrances Holdings Limited**  
**Zong Fuli**  
*Director*

Hong Kong, 22 June 2017

*As at the date of this joint announcement, the executive Directors are Mr. Xu Jinpei, Ms. Hong Yinzhi, Ms. Li Yuna and Ms. Yvonne Hung; and the independent non-executive Directors are Mr. Ong King Keung, Mr. Chu Wai Wa Fangus and Mr. Chiu Sai Chuen Nicholas.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than the information relating to the Offeror and parties acting in concert with it) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the sole director of the Offeror) in this joint announcement 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 in this joint announcement misleading.*

*As at the date of this joint announcement, Ms. Zong Fuli is the sole director of the Offeror.*

*Ms. Zong Fuli, as the sole director and sole ultimate beneficial owner of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than opinions 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 in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This joint announcement will also be posted on the Company’s website at [www.holeywoodfood.com](http://www.holeywoodfood.com).*