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CHINESE FOOD AND BEVERAGE GROUP LIMITED

華人飲食集團有限公司

(Incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)

(Stock Code: 8272)

**CHANGE OF DOMICILE, PRINCIPAL REGISTRAR AND
REGISTERED OFFICE;
ADOPTION OF NEW MEMORANDUM OF CONTINUANCE
AND BYE-LAWS;
AND
UPDATE ON CAPITAL REORGANIZATION**

References are made to (i) the circular (the “**Circular**”) of Chinese Food and Beverage Group Limited (the “**Company**”) dated 20 May 2019 in relation to, among other things, the Change of Domicile, the Adoption of New Memorandum of Continuance and Bye-laws, the Cancellation of Share Premium Account, the Capital Reorganization and the Change of Board Lot Size; and (ii) the announcement of the Company dated 12 June 2019 in relation to, among other things, the poll results of the extraordinary general meeting of the Company held on 12 June 2019. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**CHANGE OF DOMICILE, PRINCIPAL REGISTRAR AND REGISTERED OFFICE
AND ADOPTION OF NEW MEMORANDUM OF CONTINUANCE AND BYE-LAWS**

The Board is pleased to announce that the Company has been deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda. The Change of Domicile became effective on Tuesday, 25 June 2019 (Bermuda time) (Wednesday, 26 June 2019 (Hong Kong time)).

With effect from the Change of Domicile becoming effective, (i) the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda; and (ii) Conyers Corporate Services (Bermuda) Limited of Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda has been appointed as the principal share registrar and transfer office of the Company in Bermuda. Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong remains as the branch share registrar and transfer office of the Company in Hong Kong.

In connection with the Change of Domicile, the New Memorandum of Continuance and Bye-laws were adopted by the Company with effect from Tuesday, 25 June 2019 (Bermuda time) (Wednesday, 26 June 2019 (Hong Kong time)).

UPDATE ON CAPITAL REORGANIZATION

As at the date of this announcement, certain conditions of the Capital Reorganization have been satisfied, including the Change of Domicile becoming effective. The Capital Reorganization remains conditional pending the satisfaction of certain other conditions of the Capital Reorganization, including the compliance of certain procedures and requirements under the laws of Bermuda in respect of the Capital Reorganization. The Company expects that the timetable for the Capital Reorganization remains unchanged as set out in the Circular. Further announcement(s) relating to the effectiveness of the Capital Reorganization will be made by the Company as and when appropriate.

By order of the Board
CHINESE FOOD AND BEVERAGE GROUP LIMITED
Chow Cheuk Hang
Executive Director

Hong Kong, 26 June 2019

As at the date of this announcement, Mr. Chow Cheuk Hang and Ms. Wong Hei Man are executive Directors; Mr. Yeung Wai Hung, Peter, Mr. Lau Man Tak and Mr. Ma Stephen Tsz On are independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and the Company’s website at www.cfbgroup.com.hk.